

Constitutional Guide for the conduct of Congress and AGM

The items highlighted in yellow below reflect changes from previous Constitutions and By-Laws

Constitution Reference Guide:

Document	Code	Example
Constitution	C	C 8.20 = clause 8.20 in the Constitution
Appendix A to the Constitution	AA	AA = a definition found in Appendix A
Appendix C to the Constitution	AC	AC 3 = clause 3 in Appendix C

Annual Congress

C 8.20 - 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**

C 8.21 - An 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

C 14.24 - The Board and the District Presidents' Council must hold no fewer than two joint meetings in a calendar year, **one of which will be held at the time of the Annual Congress**. An agenda will be mutually agreed between the Board and the District Presidents' Council and minutes will be kept

Annual General Meeting

Notice

C 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 agreed by the majority of Delegates** at the immediately preceding Annual General Meeting, failing which the Board shall determine the venue.

C 8.9 - At least six months' notice of the venue, date and time of the Annual General Meeting must be given to sub-Branches

Resolutions from sub-Branches/DC/Board

C 8.12 - A sub-Branch may submit proposed resolutions to its District Council for endorsement and if endorsed, may submit the proposed resolution to the Board for inclusion on the Annual General Meeting agenda provided that any proposed resolution must be submitted to the State Secretary no later than 10 weeks prior to the date of Annual General Meeting. Any proposed resolutions from a District Council or the Board must also be submitted to the State Secretary no later than 10 weeks prior to the date of Annual General Meeting.

Agenda Committee

AC 3 - Motions will be reviewed by the Board, its nominated delegate or committee and may be:

- (a) approved and accepted for inclusion on the agenda of the General Meeting;
- (b) revised in form by the Board and approved as amended provided the revision does not change the substance or intent of the proposed motion;
- (c) rejected and returned to the sub-Branch or District Council if the proposed motion, in the discretion of the Board, its delegate or committee:
 - (i) is inconsistent with or irrelevant to the Charitable Purpose or RSL NSW's charitable obligations;
 - (ii) does not comply with the Constitution in form or substance;
 - (iii) conflicts with any statutory, regulatory or other legally binding provisions that regulate the activities, operations and conduct of RSL NSW; or
 - (iv) is not within the scope of power or authority of RSL NSW.

Formal Notice and Agenda

C 8.11 - A formal notice of meeting, including an agenda and notice of any proposed resolutions must be provided to sub-Branches ... at least four (4) weeks before an Annual General Meeting

AC 7 - The notice of AGM must:

- (a) confirm the date, time and place for the AGM
- (b) include an agenda;
- (c) set out all items of business and all motions and proposed resolutions
- (d) include any information and material in support of motions and proposed resolutions;
- (e) include a statement that the Delegates have the right to appoint either the Chair, another Director or their District Council Delegate as a proxy, the procedure for doing so and the closing date for the receipt of proxies.

Conduct of the meeting

AC 1 - For the purposes of this Appendix C the provisions for a General Meeting apply to an Annual General Meeting.

AC 14 - The President, or Chair of the Board, will preside as chair of every General Meeting.

AC 17 - The chair will not have a casting vote.

AC 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.**

Chair

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

- (a) give Delegates a reasonable opportunity to make comments and ask questions;
- (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
- (c) allow proper and orderly voting at the meeting – whether on a show of hands or on a poll.

AC 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.

AC 21 - The chair may refuse to allow debate or discussion on any matter which is not within the business in the notice of meeting.

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

AC 23 - The General Meeting must include:

- (a) a report by the President; and
- (b) debate and voting on all resolutions proposed and approved in accordance with this Constitution.

AC 24 - In addition to the requirements of a General Meeting, an Annual General Meeting must include:

- (a) a presentation of the financial statements for the previous financial year and a report by the Board in relation to the financial statements; and
- (b) a presentation of an auditor's report.

AC 25 - The quorum for a General Meeting is 50 Delegates who must be present at all times during the meeting.

Holding the meeting in two or more places

AC 8 - RSL NSW may hold a General Meeting at two or more places using any technology which gives the Delegates as a whole an opportunity to participate.

AC 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;
- (b) every person who addresses the meeting to simultaneously address each of the Members attending the meeting; and
- (c) the Chair to be aware of the proceedings in the other places at which the Chair is not present.

AC 10 - If a meeting is held in two or more places using technology, a quorum is taken to be present if the minimum number of Delegates required to form a quorum specified in clause 25 of this Appendix C is present in aggregate in all of the places at which the meeting is held.

AC 11 - A meeting held in two or more places using technology is taken to be held at the place at which the Chair is present.

AC 12 - If, either before or during the meeting, any technical difficulty causes one or more of the matters set out in clause 9 of this Appendix C to be not satisfied,

(a) the Chair may:

(i) adjourn the meeting until the difficulty is remedied; or

(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 9); and

(b) no Member may object to the meeting being adjourned, being held or continuing.

Delegates

C 15.48 - A sub-Branch, provided it has complied with all its obligations, duties and responsibilities under this Constitution, is entitled to appoint one Delegate and one Alternate Delegate to attend the Annual General Meeting, Annual Congress and any General Meeting.

AA - Delegate means the RSL NSW Service Member elected or appointed by a sub-Branch to attend and vote at an Annual General Meeting or General Meeting.

Voting

C 15.49 - Subject to clause 15.50 each Delegate or (in the Delegate's absence from an Annual General Meeting or General Meeting) Alternate Delegate is entitled to one vote on all resolutions, including constitutional resolutions.

AC 26 - Each Delegate, or in the absence of the Delegate, the Alternate Delegate, is entitled to one vote on resolutions proposed at a General Meeting.

AC 27 - Voting on resolutions will take place at the meeting by either:

(a) a show of hands;

(b) a poll; or

(c) through electronic voting mechanisms,

at the chair's discretion.

AC 28 - The chair must inform the meeting before any vote is taken whether any proxy votes have been received by the chair, a Director or a District Council Delegate and, if so, how the proxy votes will be cast.

Proxy

C 15.52 - A sub-Branch may appoint a proxy in accordance with the provisions set out in Appendix C.

AC 33 - A Delegate eligible but unable for any reason to attend a General Meeting, may appoint the chair, a Director or their District Council Delegate as a proxy to vote on their behalf.

AA - District Council Delegate means the representatives elected or appointed by each sub-Branch to represent the sub-Branch on the District Council

C 13.4 - Each sub-Branch may elect two District Council Delegates and may also elect two alternate District Council Delegates (to act only in the event that the Delegates are unable or unwilling to act) in the manner set out in the Standard Operating Procedures.

C 13.5 - The District Council Delegate and any alternate District Council Delegates must be Service Members attached to the sub-Branch.

AC 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 or District Council Delegate appointed as proxy; and

(b) identify the appointor Delegate and the Delegate's sub-Branch.

AC 35 - Proxy forms must be submitted in writing by post or email to the Returning Officer and must be received no later than five business days before the General Meeting.

AC 36 - Unless the Returning Officer receives written notice before the start or resumption of the General Meeting for which a proxy is given, a vote cast under the proxy is valid even if, before the proxy votes, the Delegate:

(a) dies;

(b) is mentally incapacitated; or

(c) revokes the proxy's appointment.

AC 37 - A proxy appointment may specify the way the chair, Director or District Council Delegate must vote on a particular resolution.

AC 38 - A proxy vote must not be cast on a show of hands.

AC 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

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

AC 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 Director or District Council Delegate nominated in the proxy form is absent from the General Meeting.