

The Returned and Services League of Australia (NSW Branch) Constitution 2021

Explanatory Note

This explanatory note relates to the Constitution of the Returned and Services League of Australia and recommended amendments.

Overview

When members adopted the Constitution in 2019, it was done so on the basis that refinements could be made by Members once they had an opportunity to engage with the new Constitution. In 2020, Members submitted motions proposing a number of amendments to the Constitution in preparation for that year's AGM, however, the format of the AGM was restricted due to the COVID-19 pandemic. The necessarily restricted format of that AGM did not enable Delegate debate and discussion of the motions proposing amendments to the Constitution as would ordinarily occur.

A Steering Committee was established by the Board in order to process the proposed amendments to the Constitution that would have been raised at the 2020 AGM for consideration by Members but for the restricted format. The Steering Committee comprised District Presidents' Council Representatives (Derek Leslie and David Ingram), RSL NSW Board Representatives (Ray James and John Hutcheson) and an independent Steering Committee chair, air force veteran and barrister Greg Drew. The Steering Committee carefully considered all of the proposed amendments to the Constitution, resulting in each of the proposed amendments being categorised as follows:

Category A: amendment to be accepted.

Category B: amendment to be considered and later categorised as A or C;

Category C: amendment to be rejected on the basis that it was inconsistent with the RSL NSW Act, Charities legislation, RSL NSW Enforceable Undertaking or because it was otherwise unworkable.

In addition, the Steering Committee considered amendments proposed by the Executive of RSL NSW which have arisen from its experience with the new Constitution and which the Steering Committee is of the opinion would correct minor errors, improve the functioning of RSL NSW and work towards RSL NSW's obligation to harmonize its Constitution with RSL National's Constitution. Finally, contributions by Members who responded to a request from RSL NSW in March 2020 for any further amendments were also included in the Steering Committee's considerations.

An explanation of each amendment is set out below. Each explanation is intended as a guide to assist Members in their consideration of the proposed amendments in preparation for the 2021 AGM. A table of the 2020 motions referred to above and how they were categorized and/or incorporated in the proposed amended Constitution are also included in Annexure A to this Explanatory Note.

The Board and RSL NSW acknowledge the efforts of the Steering Committee and most importantly, the contribution of Members in relation to the proposed amendments to the Constitution in this process and look forward to the review of the Constitution by all of us, as one RSL at the 2021 AGM.

Outline of Provisions

Preamble

Preamble to be deleted on basis that historic information better placed elsewhere in RSL information.

Clause 1 – RSL NSW

Clause 1.2: Deletion of “which was “and “continues to operate” to tidy up verbiage.

Clause 1.3: Deletion of “entitled to be and to remain” and replacement of the words “constitution of RSL National” with RSL National Constitution for simplicity.

Clause 1.4: New clause following removal of preamble. The removal of the preamble invites a positive statement in the Constitution confirming how RSL NSW is broadly organized and that it is a charity.

Clause 1.5: New clause 1.5 following removal of transitional provisions (clause 23). Confirms that the Constitution as amended replaces all previous versions of the Constitution.

Clause 2 – Definitions

No Amendments

Clause 3 – Charitable Purpose

Clause 3: Capital “V” for Veteran and deletion of the words “of the Australian Defence Force” throughout this clause to incorporate a new definition of veteran as proposed by the *Australian Veterans’ Recognition (Putting Veterans and their Families First) Act 2019 (Cth)*. This definition will ensure that RSL NSW’s Charitable Purpose is aligned with the Australian legal definition of veteran. It captures current and former serving veterans and also members of the Reserves. It also ensures that assistance can be given to families of Veterans.

Clause 3.5 (e): The inclusion of the words “maximizing the use of available resources through affiliation with likeminded ex-Services Organisations” broadens the Charitable Purpose to facilitate collaboration with other ESOs.

Clause 3.5(f): The inclusion of the words “encouraging all Australians to maintain a sense of service and loyalty to the Nation” supports the service-oriented ideals of the Australian Defence Force.

Clause 3.5(g): The inclusion of the words “perpetuating the ties of friendship with the forces of nations traditionally allied with Australia” recognizes the contribution of allied forces, which is consistent with Allies being eligible to be Service Members under the RSL NSW Constitution.

Clause 4 – RSL NSW Powers

No Amendments

Clause 5 – Application of Income and Property

Clause 5.4: insertion of an obligation on RSL NSW Board to ensure that Financial Reporting to members is completed within 3 months of the end of any financial year.

Clause 6 – Limited Liability

No Amendments

Clause 7 – Amendments to Constitution

Clause 7.1: Consequential amendment to the capture new definition of Congress Delegate, ensure Alternate Delegates are included and capitalizing General Meeting as it is a defined term.

Clause 7.2: Capital Letters for General Meeting as it is a defined term.

Clause 8 – Members

Clause 8.5: Continuity of membership clause deleted as unnecessary as members continuing to enjoy membership in their membership class is a given.

Clause 8.6: deletion of verbiage. Introduction of the concept of a “Member Code of Conduct” which will set out the values and standards of behaviour expected of RSL NSW Members.

Clause 8.7: the amendment recognizes the distinction in voting rights of individual Service Members in an election for the RSL NSW Board or removal of the RSL NSW Board and voting entitlements attached to sub-Branch decision making held by Affiliate Members and Service Members. The clause also ensures that all other voting entitlements and mechanisms are set out in an SOP.

Clause 8.8: Introduction of “Congress” Delegate (see definitions) to ensure that a sub-Branch can appoint a District Council representative not attached to the sub-Branch as their delegate at Congress/AGM. Incidental tidy up of language.

Clause 8.11: Amendment to clause to tidy duplication in now deleted clause in 6 of Appendix C. Clause amended to provide that Notice of Meeting may be issued by post or email (as appropriate), eight weeks prior to a meeting.

Clause 8.15(b): replace resolution with motion.

Clause 8.18(c): replace resolution with motion.

Heading above clause 8.19: Change from “Members’ Meeting Conduct” to “AGM/State Congress Conduct and Voting Procedures” in recognition of the need to distinguish between different categories of meetings held across the League and to clarify that this clause refers to a meeting of Members from all sub-Branches of RSL NSW as opposed to within individual sub-Branches.

Clause 8.19: This Amendment ensures that the Constitution’s consideration of detail such as conduct of meetings is limited to meetings of the Board and District Presidents’ Council (for transparency to Members) and the conduct of the RSL NSW Annual General Meeting and General Meeting. Procedures of meetings of sub-Branches and District Councils will be developed in Standard Operating Procedures.

Clause 9 – RSL NSW Board of Directors

Clause 9.6: Removal of “may” to provide certainty in relation to the appointment of a chair.

Clause 9.7: This section is deleted in response to the deletion of the transitional provision in clause 23.

Clause 9.8: The review amended the reference to “Fit and Proper” person to “Suitable” person to better reflect the contribution of volunteers to RSL NSW and to address the impact that the legal definition of “Fit and Proper” person may have on the life of RSL NSW Members leaving the League as a result of Disciplinary or other matters.

Clause 9.9(c): amendment to improve clarity of expression following legal review. Aggregate has been used in lieu of Cumulative throughout the Constitution.

Clause 9.9(d): clarification that cancellation of membership can only affect eligibility criteria to serve as an Elected Director where cancellation for disciplinary reasons (as opposed to for administrative reasons). Also see amendment explanation to clause 9.9(e)(ii).

Clause 9.9(e)(ii): Correction to capitalise “State” and ensure RSLs in Territories are also included. This amendment has been carried through the document following legal review.

Clause 9.9(g): Inclusion of ASIC Act 2001 (Cth) following legal review. The ASIC Act supports the Corporations Act 2001 (Cth) in relation to holding directors to account. This change has been made throughout the Constitution.

Clause 9.10: New subclause (a) and inclusion of the words “as a Director” for clarity and the inclusion of the words “and” to introduce subclause (b).

Clause 9.10(b): new subclause (b) to allow for a Director who serves on the Board for their term of 9 years, to be elected by Members as President and serve as President for a further cumulative period of 9 years.

Clause 9.11: Amend Election provision to remove the time period for simplicity and provide for the procedures to be enshrined solely in the Standard Operating Procedures.

Clause 9.12: See explanation above regarding clause 9.8.

Clause 9.13(b): See explanation above regarding clause 9.9(d).

Clause 9.13(d): See explanation above regarding clause 9.9(c).

Clause 9.13(e): See explanation above regarding clause 9.9(d) and 9.9(e)(ii).

Clause 9.13 (f): See explanation above regarding clause 9.9(e)(ii).

Clause 9.13(i): See explanation above regarding clause 9.9(g).

Clause 9.14: See explanation above regarding clause 9.9(c).

Clause 9.17: removal of verbiage.

Clause 9.19A: New clause 9.19A to accommodate the transitional provision providing that a Director who served as a Director (or as then known, a State Councillor) prior to 1 December 2019, will have their service tenure counted under this Constitution. The Transitional Provisions were removed under recommendation from FWMDC.

Clause 9.20: Minor correction to language.

Clause 9.24: removal of verbiage.

Clause 9.27: Inclusion of Congress Delegate – see comments at 8.8 above.

Clause 9.28 (b): remove words “govern and regulate” and replace with “supervise compliance” and include a reference to “procedures established” for this purpose to ensure that while the Board oversees the operation of sub-Branches through the powers in the RSL NSW Constitution, the Board does not govern and regulate sub-Branches as Members as a whole are empowered to set the rules of RSL NSW (within the parameters of the law and the requirements of the RSL National Constitution).

Clause 9.55: Heading change and clause change to clarify that the Director Code of Conduct is separate to the Member Code of Conduct given the duties of Directors of the Board of RSL NSW are governed not only by the RSL NSW values, but also legal obligations derived from statute and the common law.

Clause 10 – Director Remuneration

Clauses 10.2 & 10.3: Inclusion of Congress Delegates and Alternate Delegates as per note 8.8 above.

Clause 11 – Chief Executive Officer

Clause 11.2: deletion of words providing the Board with the discretion to suspend any RSL NSW Membership held by the CEO.

Clause 11.5: amendments confirming the CEO will attend Board meetings unless the Board otherwise determines in place of the CEO’s attendance being by invitation.

Clause 11A – State Branch

Clause 11A.1: Inclusion of State Branch responsibilities in the Constitution to provide clarity to members as to some of the matters that State Branch is responsible for. Following the DPC meeting on 19 July, a further amendment made to subclause 11A.1(f) to clarify that State Branch is responsible for administering the governance function on behalf of the Board.

Clause 12 – State Secretary

Clause 12.4: replacement of “may” with “will” requiring the State Secretary to attend Board meetings at the Board’s invitation.

Clause 13 - District Councils

Clause 13.2: replacement of “may” with “will” requiring the Board to establish District Councils in each District. Deletion of words to clarify that District Councils are governed by the Constitution and must operate in accordance with the Standard Operating Procedures.

Clause 13.4: replacement of “may” with “will” requiring sub-Branches to elect two District Council Delegates and clarification that if the sub-Branch elects two alternate District Council Delegates that they act only in the event that the two District Council Delegates are unwilling or unable to act.

Clause 13.5: deletion of requirement that District Council Delegates must be Service Members attached to the sub-Branch and allowing Affiliate Members to be representatives, subject to the District Council’s approval and providing that District Council Delegates who are Affiliate Members may not vote at District Council Meetings and are not eligible to serve on the District Council Executive.

Clause 13.6: minor drafting correction confirming that District Council Executives are “elected” as opposed to “appointed” from “current” District Council Delegates.

Clause 13.7: removal of age restriction and replacement with words “sub-Branch Delegate” to clarify eligibility noting that a sub-Branch Delegate would not be less than 18 years of age because of the definition of Service Member.

Clause 13.8(b): drafting amendments enabling a District Council Executive to serve on the executive for a period of not more than 9 years, unless they are Elected District Council President in which case, they can serve on the District Council Executive for up to 18 years.

Clause 13.8(c): drafting amendments confirming that eligibility to serve on the District Council Executive is only affected where membership is cancelled or suspended for disciplinary purposes. Inclusion of RSL National or RSL Membership in any other State and Territories to align eligibility criteria with those applying to the Board in clause 9.9.

Clause 13.8(e): See explanation above regarding clause 9.9(d).

Clause 13.11: has been moved to clause 13.15A to ensure District Council President tenure provisions appear together. Consequential amendments made to language after legal review (see explanation at 9.9(c)).

Clause 13.12: has been moved to clause 13.15B to ensure District Council President tenure provisions appear together.

Clause 13.15: has been deleted as it is extraneous given deletion of transitional provisions.

New Heading above Clause 13.15A – District Council President’s Tenure and Eligibility criteria

Clause 13.15A: clause moved from 13.11 and amended to allow District Council Presidents to serve a separate tenure of 9 years to District Council Executives, meaning that if a person is on the District Council Executive, and they are elected District Council President they can serve on the District Council for an aggregate total of nine years on the General Executive and nine years as President (total 18 years). Consequential clauses to language (see explanation at 9.9(c)).

Clauses 13.15B: clauses moved here from clauses 13.12 and 23.6 to ensure District Council President Tenure provisions appear together. Consequential clauses to language.

Clause 13.15C: moved from former clause 23.6 following deletion of clause 23, Transitional Provisions, again, to ensure that District Council President Provisions appear together. Removal of reference to Commencement Date to explicitly state 1 December 2019 as the date this Constitution took effect and inclusion of cross reference to clause 13.8(b) for clarity.

Clause 13.16: Deletion of clause 13.16(b) to the effect that if the District Council Executive ceases to hold office, then a casual vacancy must be filled, and the District Council Executive can no longer serve in the position until the next election with no right to vote.

Clause 13.19: minor drafting change District Council meetings “are to” be conducted in accordance with Standard Operating Procedures in lieu of “must”. Inclusion of requirement for Agendas to be provided to sub-Branches at least 7 days before each meeting.

Clause 13.20 -13.30: District Council meetings are to be conducted in accordance with relevant SOPs. Accordingly, these provisions have been deleted.

Clause 13.31: Amendment confirms that District Councils are bound by the same conflict of interest provisions as bind Directors on the RSL NSW Board in the Constitution.

Clause 13.33 and (f) – (l): Heading and clause change to highlight that District Councils support sub-Branches but also clarifies specific functions that sub-Branches can expect from them.

Clause 13.34(b): new sub-clause requiring District Councils to elect a District Council Congress Delegate.

Clause 13.35: Amendments put a positive obligation on District Councils to provide meeting minutes to sub-branches in the District. Also, amendments result in format of District Council minutes to be developed in consultation with RSL NSW Board and District Presidents' Council as opposed to prescription of form of reporting by RSL NSW Board.

Clause 13.38: Amendments to this clause provide a hard date, 31 October each year, for the District Council to submit a budget to RSL NSW.

Clause 14 - District Presidents' Council

Clause 14.1: amendment removes verbiage and confirms that District Presidents' Council Chair is elected as opposed to appointed.

Clause 14.1A: new clause confirming that the District Presidents' Council may elect a deputy chair from within its members and a secretary from either within its members or who is a qualified Service Member in accordance with the Standard Operating Procedures.

Clause 14.3(d): Amendment clarifies the role of the District Presidents' Council, requires the Board to consult with the District Presidents' Council in relation to Standard Operating Procedures. However, the Board has ultimate accountability for the form of the Standard Operating Procedures and RSL NSW operations.

Clause 14.3(e): deletion of verbiage "from time to time".

Clause 14.8(a): inclusion of Congress Delegate to clarify nature of delegate as per explanation in clause 8.8 above. Removal of "including" for clarity of drafting.

Clause 14.10: amendment simplifies drafting. IT clarifies that District Presidents' Council must meet not less than quarterly and that Special Meetings can be called on an as needs basis as agreed.

Clause 14.18: amendment recognises the unique nature of a special resolution, which can only be passed with a meeting being held.

Clause 14.22: Amendment confirms that District Presidents' Council is bound by the same conflict of interest provisions as bind Directors on the RSL NSW Board in the Constitution.

Clause 14.23: amendment requires the Board or Director attending meetings of the District Presidents' Council to only do so with 14 days' prior notice given to the District Presidents' Council Chair or Secretary.

Clause 14.26: Amendments to this clause provide a hard date, 31 October each year, for the District Presidents' Council to submit a budget to RSL NSW.

Clause 15 - sub-Branch

Clause 15.4(a)(iii): minor correction "at" in lieu of "in".

Clause 15.4(b): deletion of “already holding a Charter” because a sub-Branch can’t be one in the absence of a Charter, there are no restrictions on a sub-Branch needing to maintain 10 Service Members in order to hold a Charter and there may be cases where it may be appropriate for the Board to approve small sub-Branches with less than 10 Service Members to be formed on application to the Board.

Clause 15.5: amendment to clause to tidy up verbiage in drafting, deletion of “as the case may be”.

Clause 15.9: this amendment confirms that only the sub-Branch President or Vice Presidents must be Service Members. All other Executives may be Service Members or Affiliate Members.

Clause 15.10: amendment clarifying that members who have Disciplinary Resolution may not hold office where that resolution is an adverse Disciplinary Resolution.

Clause 15.11(g): new clause allowing for removal of sub-Branch executive by special resolution passed at a general meeting of members of a sub-Branch to reflect the Board provisions (in clause 9.21) allowing for a Director’s removal.

Clause 15.12: consequential amendment to include new clause 15.11(g).

Clause 15.13: clarification that any decision made by a sub-Branch executive or Committee where there was an error in appointment, disqualification or defect (etc) will not be invalidated prior to the discovery of the error.

Clause 15.16: sub-Branch meeting procedures will be set out in a Standard Operating Procedure in recognition of the fact that Annexure C drafting does not allow it to be easily applied to meetings that are not meetings of Annual General Meetings or General Meetings of RSL NSW members.

Clause 15.17: as for clause 15.16.

Clause 15.20: amendment confirms that sub-Branch Executives are bound by the same conflict of interest provisions as bind Directors on the RSL NSW Board in the Constitution.

Clause 15.24: confirms that detailed procedure will be captured in a Standard Operating Procedure.

Clause 15.26: amendments simplify the approval process to be undertaken for incorporation of sub-Branches.

Clause 15.27: clarification of the point at which a Charter can be transferred once a sub-Branch incorporates.

Clause 15.39: amendment brings sub-Branch reporting in-line with Financial Year Reporting obligations.

Clause 15.41: inclusion of “Congress” delegate as per clause 8.8 explanation above.

Clause 15.45: inclusion of ability for Board to direct transfer of assets to a third-party entity if a sub-Branch has its Charter terminated or revoked or if the sub-Branch surrenders its Charter.

Clause 15.46: Anzac House replaced with State Branch (as per definitions).

Clause 15.48: inclusion of “Congress” delegate as per clause 8.8 explanation above.

Clause 15.49: inclusion of “Congress” delegate as per clause 8.8 explanation above.

Clause 15.50: inclusion of “Congress” delegate as per clause 8.8 explanation above.

Clause 15.50(b): ensures that it is clear that a Congress Delegate can't vote on the removal of a Director of the Board pursuant to clause 9.21(b) in their capacity as a Congress Delegate.

Clause 15.51: inclusion of "Congress" delegate as per clause 8.8 explanation above.

Clause 15.52: amendment recognizes replacement of proxies with postal votes in relation to Annual General Meetings and General Meetings of RSL NSW Members in Appendix C.

Clauses 15.55- 15.57: increase in the dollar values of property requiring approval by the RSL NSW Board prior to a dealing being made by a sub-Branch.

Clause 15.56: drafting clarification stating that consent or approval must be obtained from the Board or board delegate prior to an expense being incurred or investment being made.

Clause 16 - Trustees

Clause 16.15: provisions confirm minimum requirement for Trustees to attend meetings of the sub-Branch to ensure their active engagement with sub-Branch dealings. The minimum requirement is provided as a fraction (as opposed to a number) to accommodate sub-branches who choose to hold general meetings more frequently/less frequently.

Clause 16.19: minor drafting correction (deletion of "to").

Clause 16.22: amendment confirms that sub-Branch Executives are bound by the same conflict of interest provisions as bind Directors on the RSL NSW Board in the Constitution.

Clause 16.23: clause relating to how Trustees can be removed by President and sub-Branch deleted as inconsistent with clause 16.24.

Clause 16.25: clarification as to how a Trustee can be removed by the Board where a Trustee has been removed from office or if the Charter has been revoked in accordance with the disciplinary procedures in clause 17.2.

Clause 16.26: amended to reflect change to 16.15.

Clause 16.29: Clarification that Trustee Act applies in considerations relating to a Trustee being in breach of their obligations and liable for any loss suffered by a sub-Branch.

Clause 17 - Dispute Resolution and Disciplinary Procedures

No amendments.

Clause 18 - Indemnity and Insurance

No amendments.

Clause 19 - Execution of Documents

No amendments.

Clause 20 - Winding Up and Dissolution

No amendments.

Clause 21 - RSL NSW Policies and Standard Operating Procedures

Clause 21.1: amendment confirms the Board’s role in the adoption of any Member Code of Conduct and that the District Presidents’ Council must be consulted. The District Presidents’ Council does not have an approval right.

Clause 21.5: clause removed as duplicate with clause 14.3(d).

Clause 22 - Notices

No amendments

Clause 23 - Savings, Transitional and Continuing Provisions

Clauses Deleted except for clause 23.4 (moved to clause 9.19A), clause 23.6 (now clause 13.15D), clause 23.8 (now Appendix B, paragraph 16A).

Appendix A – Definitions and Interpretation

Amendments to Definitions

Affiliate Member: removal of transitional provisions in recognition of continuity of membership.

Alternate Delegate: inclusion of “Congress” Delegate as per clause 8.8 above.

Annual Congress: inclusion of “Congress” Delegate as per clause 8.8 above.

ANZAC HOUSE: deleted as no longer used.

ASIC Act: included as a defined term to reflect changes to clause 9.9(g), 9.13(i) and 13.8(e).

Associate Member: new definition of Associate Member included in Appendix B reinstating Associate Memberships as per Constitution prior to 1 December 2019.

Australian Defence Force: amendment to clarify alignment with the Defence Act 1903(Cth).

Auxiliary Member: amended definition of Auxiliary Member recognizing continuity of membership.

Cadets: amendment to clarify alignment with the Defence Act 1903(Cth).

Code of Conduct: deletion of definition as replaced with Member Code of Conduct and Director Code of Conduct.

Commencement Date: deletion on the basis that verbiage.

Committee: new definition to recognize that Committees may be formed by State Branch and sub-Branched as required.

Congress Delegate: new definition being the Service Member elected or appointed by a sub-Branch to attend and vote at an Annual General Meeting or General Meeting.

Chair: deleted to correct duplication.

Delegate: deleted on basis that delegates can now be Congress Delegates, District Council Congress Delegates, Alternate Delegates and District Council Delegates and that they are always referred to specifically unless the context is clear.

Director Code of Conduct: definition to accommodate the standards of behaviour binding the Board pursuant to clause 9.55.

Dispute: refinement of definition of Dispute following legal review.

District Council Congress Delegate: confirms the standing of a District Council Delegate representing District Council at an Annual General Meeting or a General Meeting.

District Council Executives: removal of verbiage.

Fit and Proper Person: deleted and replaced with definition of Suitable Person.

League: inclusion of definition of League to reflect the definition in the National Constitution.

Life Subscriber: recognition of this category of membership with a definition.

Member Code of Conduct: definition to accommodate the standards of behaviour binding Members prescribed by the Board pursuant to new clause 21.1 of the Constitution and in accordance with the values set out in the RSL NSW Strategic Plan.

Minister: removal of verbiage.

National Constitution: new definition to recognize that the National Constitution impacts the RSL NSW Constitution (new clause 1.3).

Policies and Standard Operating Procedures: removal of reference to Standard Operating Procedures as they have their own definition.

Previous Constitution: definition included for simplicity to accommodate new clause 1.5.

RSL NSW: new definition recognizing that RSL NSW is not only the entity incorporated under the RSL NSW Act but also constitutes RSL NSW Members and sub-Branches.

RSL NSW Member: removal of verbiage following deletion of transitional provisions.

Service Member: definition amended to recognize continuity of membership and includes Life Subscribers and Life Members. Removal of verbiage following deletion of transitional provisions.

Special Resolution: amend to remove proxy and replace with postal in recognition of amendments to Annexure C.

Standard Operating Procedures: amendment to include that they are referred to in the short form from time to time as SOPs.

State Branch: new definition in response to new clause 11A.

sub-Branch Associate: deleted and replaced with definition of Associate Member.

sub-Branch Executive: confirms how sub-Branch Executive is elected after first appointment.

Suitable Person: replaces definition of Fit and Proper Person in recognition of the role of volunteers within RSL NSW and the impact that the use of Fit and Proper Person within RSL NSW may have on a person in their life outside of the League.

Veteran: new definition to align with the definition prescribed in the *Australian Veterans' Recognition (Putting Veterans and Their Families First) Act 2019 (Cth)*.

Interpretation provisions: minor correction to sub-clause (f) and new sub-clauses (j) and (k) clarifying references to the varying contexts in which persons may hold office under the Constitution.

Appendix B – Membership

General: Appendix simplified to recognize duplication with Standard Operating Procedure 2 and to move administrative matters that are not currently into Standard Operating Procedure 2 into it.

Appendix B, 9 & 10 Discretionary Criteria: replacement of applicant with person and replacement of Fit and Proper Person with Suitable Person (see definitions and interpretation section above).

Appendix B, 11 & 12 Membership Fees and Renewal: replacement of Anzac House with State Branch (see definition of State Branch and new clause 11A).

Appendix B, 13 Service Member: broadens the definition of Service Member to include Veterans as defined but also to include persons qualifying for Service member Status pursuant to the RSL National Constitution.

Appendix B, 14A – 14E Associate Member: clarifies the entitlements of an Associate Member. Members should note that an Associate Membership is not a class of membership as Associate Members already hold membership in a class.

Appendix B, 15 Affiliate Member: confirms affiliates must be over the age of 18, corrects the eligibility of involvement of Officer of Cadets and Cadets.

Appendix B, 16A Auxiliary Member: confirmation of continuity of accrued rights of any Auxiliary Member after 1 December 2019.

Appendix B, 21 Life Member: amendment clarifying the clause under which Life Membership is proposed (Appendix B, clause 19).

Appendix B, 26 Membership Cancellation: amendment of clause to remove membership cancellation in the event membership fees are not paid by the due date.

Appendix C – AGM/State Congress Conduct and Voting Procedure

Appendix C, 1: Self explanatory minor amendments. Note change to heading.

Appendix C, 2 Motions for General Meeting: replace Anzac House with State Branch given new definition and new clause 11A.

Appendix C, 3(c) Motions for General Meeting: amendment confirming that if a motion is rejected the basis of the rejection must be identified.

Appendix C, 3(c)(ii) Motions for General Meeting: deletion of inconsistency with the Constitution as a basis for rejecting a motion because this would preclude motions amending the Constitution to be submitted. IN light of the removal of clause 3(c)(ii), reliance will be placed on clause 3(c)(iii) which states that a motion can be rejected if it conflicts with a statutory, regulatory or other legally binding provision that regulate the activities, operations and conduct of RSL NSW.

Appendix C, 4 Motions for General Meeting: the amendment allows for motions to be resubmitted after correction, as long as they are submitted 10 weeks prior to the General Meeting.

Appendix C, 4A Motions for General Meeting: amendment clearly stating that motions approved will be included in the Agenda for the General Meeting and the sub-Branch or District Council will be notified accordingly.

Appendix C, 5 Returning Officer: The Returning Officer's name will be supplied to sub-Branches and District Councils at the time the notice of General Meeting is issued.

Heading- Notice of Annual General Meeting: amended to General Meeting a

Appendix C, 6 Notice of General Meeting: deleted and moved to clause 8.11 as duplication.

Appendix C, 7(e) Notice of General Meeting: requirements of notice of General Meeting no longer provides for Proxy appointment given postal voting will replace proxies.

Appendix C, 8 Holding a General Meeting at two or more places: amendment ensuring that General Meeting enables all delegates to participate, following deletion of the definition of Delegate and replacing it with Congress/Alternate and District Council Congress Delegate. Cross reference back to Notice of Meeting clause 8.11 in body of Constitution for readability and useability.

Appendix C, 9 Holding a General Meeting at two or more places: as for Appendix C, clause 8 in relation to meetings held by technology.

Appendix C, 10 Holding a General Meeting at two or more places: small "d" for delegate.

Appendix C, 14 Conduct of General Meeting: amendment prescribes the appointment of the RSL NSW President as chair of a General Meeting.

Appendix C, 15 Conduct of General Meeting: consequential amendment to reflect amendment to Appendix C, 14.

Appendix C, 16 Conduct of General Meeting: deleted as it is not likely that there would not be a Director of RSL NSW unwilling to chair a General Meeting.

Appendix C, 18 Conduct of General Meeting: amendment balances the Chair's discretion with processes set out in Standard Operating Procedures.

Appendix C, 19 Conduct of General Meeting: amendment ensures that General Meeting enables Congress/Alternate and District Council Congress Delegate can participate in debate and discussion.

Appendix C, 25 Conduct of General Meeting: ensures that Alternate Delegates are included in the definition of quorum if any Congress Delegate is not in attendance.

Appendix C, 26 Voting: confirms voting rights of Congress and Alternate Delegates and the absence of voting rights for District Council Congress Delegates.

Appendix C, 26A and 26B Voting: these provisions set out the mechanisms for postal voting.

Appendix C, 28 Voting: amendments prescribe process for managing postal votes in a transparent and orderly way by the Chair at a general meeting.

Appendix C, 31 (a): small "D" delegates as not a defined term.

New Heading – Delegate Responsibilities

Appendix C, 32A Delegate Responsibilities: confirmation that the views expressed by District Council Congress Delegates, Congress Delegates or Alternate Delegates must be reflective of the sub-Branch or District Council represented.

Appendix C, 32B and 32C Delegate Responsibilities: these new clauses specify the manner in which Congress Delegates and Alternate Delegates may change the way in which they vote at a General

Meeting to allow them to be responsive to the benefit of discussion and debate. The flexibility provided to Congress Delegates and Alternate Delegates recognises the trusted position that they are in when nominated by their sub-Branches. It requires Congress Delegates and Alternate Delegates to be accountable to their sub-Branches and provide written reasons for their decision within 7 days of a General Meeting and also requires them to present their reasons to the sub-Branch at the next general meeting of the sub-Branch.

Appendix C, 33-40: deletion of Proxies.

Appendix D – Dispute Resolution and Disciplinary Provisions

Appendix D, 5 Mediation by District Council or District Presidents ‘Council: amendment reflecting amended clause 19A (below) following legal review to clarify the importance of the District Council Executives not having a bias (actual or apprehended) in relation to the dispute.

Appendix D, 11 Referral to RSL NSW Tribunal: requirement to include details of the allegation the subject of referral with the notification of the referral.

Appendix D, 11A Referral to RSL NSW Tribunal: numbering correction.

Appendix D, 12 and 12A Composition of RSL NSW Tribunal: clarification that any matter will be heard by between 3 to 8 Tribunal members (the majority of which must be Service Members) and that they will come from a panel of persons the Board considers to be eligible for appointment to the RSL NSW Tribunal.

Appendix D, 13A Composition of RSL NSW Tribunal: positive obligation for a chair to be appointed to preside over any Disciplinary Meeting (the definition of which has been moved from Appendix D, 16).

Appendix D, 14(g) Functions and Powers of RSL NSW Tribunal: replacement of Fit and Proper with “Suitable” person for the reasons set out in the definitions above.

Appendix D, 14(h)(iii) Functions and Powers of RSL NSW Tribunal: removes “or request” as a request should not be grounds for Disciplinary Proceedings being triggered.

Appendix D, 16 Functions and Powers of RSL NSW Tribunal: Definition of Disciplinary Meeting moved up to Appendix D, 13A above.

Appendix D, 16(a) Functions and Powers of RSL NSW Tribunal: correction of typo and includes “to”.

Appendix D, 18 Functions and Powers of RSL NSW Tribunal: representation is available by a legal practitioner in circumstances where the chair of the Disciplinary Meeting so determines.

Appendix D, 19A Functions and Powers of RSL NSW Tribunal: RSL NSW CEO or delegate can make submissions to the Tribunal in writing or orally according to the process set out in Appendix D, 19A, to ensure that clear responsibility is attributed to State Branch representation. The amendment also clarifies the importance of there not being any bias, either actual or apprehended against the Respondent.

Appendix D, 20 Functions and Powers of RSL NSW Tribunal: Transcripts only provided on request.

Appendix D, 21 Functions and Powers of RSL NSW Tribunal: amendment requires that a Disciplinary Recommendation is supported by written reasons. Consequential amendments to ensure that the term delegate captures Congress Delegates and a General Meeting of RSL NSW.

Appendix D, 24 Board Resolution: the amendment incorporates a mechanism for the Board's options if it doesn't agree with a Disciplinary Recommendation. The Board may refer the matter back to the Tribunal for a single reconsideration, to match the right of the Respondent to seek Disciplinary Review.

Appendix D, 25 Board Resolution: The change to clause 24 is carried into the Board's obligation to inform the Respondent of the Board's determination in relation to a Disciplinary Recommendation.

Appendix D, 28 – 33 Review of Disciplinary Recommendation/Powers of Discipline Review Panel: Amendment to reference to Review Panel after legal review to clarify that it is a Discipline Review Panel.

Appendix D, 33 Powers of Discipline Review Panel: This change confirms the obligation for a copy of the Review Determination to be given to the Respondent.

ANNUAL GENERAL MEETING 2020 MOTIONS TALLY

Sub-Branch/ District Council	Motion	(Y/N)	New Const Ref and Comments
FWMDC	Amend Clause 1.2 to include wording about sectarianism and patriotism from preamble	N	RSL NSW is a charity with a clear purpose. This purpose (in clause 3) should be the focus.
FWMDC	Add clause 1.4: RSL NSW is a grass roots organisation led by its volunteers. The core of RSL NSW is its network of sub-branches and District Councils.	Y	Clause 1.4 amended as written but for removal of District Councils.
FWMDC	Amend Clause 3.1, 3.4 sub-clauses 3.5(b) & (c): Include All RSL Members	N	Not included on basis that members cannot lawfully be the focus of the charitable purpose and that members can only be beneficiaries if they are part of the broader class – veterans and their family in need
FWMDC	Combine Clause 3.1 and 3.2	N	3.1 and 3.2 address different concepts within the charitable purpose and different functions
FWMDC	Additional clauses 3.1.5 (e)-(g)	Y	Change made
East Maitland	Various Amendments to Clause 8	Y	Many changes included as part of broader clause 8 review. Motion to take the place of resolution where appropriate
FWMDC	Clause 8.2(a): Inclusion of membership classes Life Member and Life Subscriber	Y	Change not included in clause 8.2(a) but definition of Service Member has been amended to include Life Members and Life Subscribers
FWMDC	Clause 8.2(b): Inclusion of Associate Member	Y	Change Made
FWMDC	Clause 8.7: new sub-clause 8.7(b) and (c)	Y	Change made
FWMDC	Clause 8.8: members meetings heading change to General Meetings	Y	Change made
Enfield Croydon Park	Clause 9.1 no less than 9 directors and no more than 10	N	This is unworkable. The RSL NSW Act provides that there should be no less than 3 and no more than 10. Having 9 directors as the bottom limit risks non compliance with the Act in the event of casual vacancies being created.
Moruya	Clause 9.4 and 9.4(a): remove 's and include provision requiring regionally based directors, a president and a treasurer	N	The RSL NSW Act allows for all service members to have one vote in the election of directors. To add eligibility criteria requiring district representation is not workable in the modern context, particularly where it may be difficult to source eligible candidates.
Enfield Croydon Park	Clause 9.4(b): include 7 elected directors	N	This motion is derived from the proposed amendment to clause 9.1 and is not workable.
FWMDC	Clause 9.8(b): Governance Training	N	The standard of training is not unreasonable and is reflective of the Enforceable

			Undertaking entered into by RSL NSW with the ACNC following the Bergin Enquiry
FWMDC	Clause 9.9(d): Clarification that eligibility criteria only extends to membership cancellation for disciplinary reasons	Y	Change made
FWMDC	Clause 9.12(a): inclusion of “next available” to ensure timeliness of training	N	This is implicit -the 6 month period is sufficient
FWMDC	Clause 9.13(e): Clarification that eligibility criteria only extends to membership cancellation for disciplinary reasons	Y	Change made
Enfield Croydon Park	Clause 9.22: remove words by the Board to confirm Board cannot prescribe the number of Directors on the Board	N	This motion is derived from the proposed amendment to clause 9.1 and is not workable.
FWMDC	Clause 9.23: ratification of person filling casual vacancy at State Congress	N	DPC must approve any person filling a casual vacancy. This should be sufficient given the DPC’s role within the organisation
Enfield Croydon Park	Clause 9.23: remove Board’s discretion to fill casual vacancy	N	Board must already keep a Board at “full strength” at no less than 7 members. The discretion to determine whether or not a vacancy is filled, particularly if skills appropriate candidates are unavailable should not be fettered.
FWMDC	Clause 9.28(b): audit the functions of sub-Branches	In part	The Board supervises compliance – any “audit” obligation should be derived from this responsibility
FWMDC	New Clause 9.28(e): Audited financial statements of RSL NSW issued within 3 months of FY close	Y	See new clause 5.4
FWMDC	Clause 9.41 (correction)	N	Clause should remain as drafted – correction not grammatical
FWMDC	Clause 9.55: Board Code of Conduct	N	Code of Conduct is not a matter for the SOPS. The Director and Member Code of Conduct is being developed as part of the Strategic Plan initiatives.
FWMDC	Clause 11.2: remove requirement for Board discretion to suspend CEO membership of RSL NSW	Y	Change made
FWMDC	Clause 11.3-11.6: prescription of CEO’s duties	N	CEO’s function is standard in business and well known. The responsibilities of the CEO must be broad and not prescriptive. Change to Board attendance has been agreed.
FWMDC	Clause 12: State Branch	Y	New clause 11A. Following the DPC meeting on 19 July, a further amendment made to subclause 11A.1(f) to clarify that State Branch is responsible for administering the governance function on behalf of the Board.
FWMDC	Clause 13.2: removal of provision that District Councils subject to direction of Board and	Y	Amendment tweaked to clarify that District Councils are governed by the Constitution and must operate in accordance with SOPs

	positive obligation on Board to establish a District Council		
FWMDC	Clause 13.4: replace “may” with “will”	Y	Change made
FWMDC	Clause 13.5: allow for Affiliate Members to be District Council Delegates with approval of the District Council	Y	Change made subject to the Affiliate not having voting rights
FWMDC	Clause 13.6: Secretary and Treasurer elected, not appointed	Y	Change made
FWMDC	Clause 13.7: removal of age restriction as already in definition of Service Member and inclusion of words “sub-branch delegate”	Y	Change made
FWMDC	Delete clause 17.7, move clause 13.11, 23.6 and 13.12. Amend clause 13.21.	Y	Change made
FWMDC	Clause 13.8(b): term limit for District Council President, but not for District Council Executive	Y	Change made, subject to the District Council Executive not becoming District Council President.
FWMDC	Clause 13.16 (b) deletion: removal of ability for District Council Executive to continue in a position after a vacancy is created	Y	Change made
FWMDC	Clause 13.19: District Council Meetings to be conducted in accordance with SOPs and provision of Agendas	Y	Change made
FWMDC	Clause 13.31: Conflict of Interest cross reference for District Councils	Y	Change made subject to confirmation of the standard to which the District Councils will be held
FWMDC	Clause 13.33: District Council Powers Responsibilities and Functions	Y	With some minor drafting amendment
FWMDC	Clause 13.35: Copies of minutes	Y	Change made
FWMDC	Clause 13.38: clarification of timing of District Council budget submission statement that budget to be approved by Board and removal of obligation to provide reporting directly to sub-Branch Treasurers and obligation to provide reporting more frequently if requested by sub-Branches and Board	In part	Included provision that budgets to be submitted by 31 October. Provision regarding approval of budget by Board not included as this is not part of the Board’s function. Obligation to provide reporting more frequently must remain to ensure ongoing accountability regarding expenditure or the form of reporting.
FWMDC	Cluse 14.3: election of Deputy Chair and Secretary at DPC	Y	New cluse 14.1A
FWMDC	Clause 14.4: Term of Office DPC	N	DPC is comprised of District Presidents elected and holding office pursuant to clauses 13.8-13.15
FWMDC	Clause 14.10: DPC meeting Frequency	Y	Change made
FWMDC	Clause 14.26: clarification of timing of DPC budget submission statement that budget to be approved by Board and removal of obligation to provide reporting directly to sub-Branch Treasurers and obligation to provide reporting more frequently if requested by sub-Branches and Board	Y	Change made. Obligation to provide reporting more frequently must remain to ensure ongoing accountability regarding expenditure or the form of reporting.
FWMDC	Clause 15.4(a)(iii): replace “in” with “at”	Y	Change made

FWMDC	Clause 15.9: Secretary and Treasurer can be Affiliate Members of the sub-branch. Vice President must be a Service Member	Y	Change made
FWMDC	Clause 15.10: inclusion of Affiliate member and clarification that Disciplinary Resolution must result in a resolution against the member or sub-Branch	Y	Change made
FWMDC	Clause 15.13: clarification that validity of act relates to acts occurring prior to discovery of the error	Y	Change made
FWMDC	Clause 15.24: Chapter to be established in accordance with the SOPS	Y	Change made
FWMDC	Clause 15.26(a): incorporation subject to a special resolution of the Service Members	N	Incorporation provision amended to move process into SOPs
FWMDC	Clause 15.39: Annual return timing changed to 90 days after financial year end	Y	Change made
FWMDC	Clause 15.45: inclusion of “other entity” for asset transfer after Charter revocation, termination or surrender	Y	Subject to inclusion of “other person” and “as directed by RSL NSW”
FWMDC	Clause 15.50(b): remove at an Annual General Meeting or General meeting	Y	Change made. Inclusion of cross reference to clause 9.21(b)
FWMDC Enfield Croydon Park	Spending Limits Increase 15.55 and 15.56: increase to amounts that can be spent by a sub-Branch without obtaining Board approval.	Y	New amounts included as recommended. A consequential increase of \$5,000 also included in clause 15.57
FWMDC	Clause 15.56: approval of budgets mechanism by Board	N	RSL NSW does not preapprove expenditure overall by approving sub-Branch budgets.
FWMDC	New clause 15.58 State Branch Funding: State Branch may not request funds from an individual sub-Branch without approval of a joint sitting of the Board and the DPC	N	This provision adds levels of administration that are unworkable. State Branch openly conducts any request for funds and recognises the contribution of sub-Branches who provide funds for the administration of RSL NSW.
FWMDC	Clause 16.3: sub-Branch President and Treasurers cannot be Trustees	N	This will be a motion submitted separately for debate and consideration by members
FWMDC	New clause 16.15: replace “three” with “75% of the”	Y	Change made as “three quarters”
FWMDC	Clause 16.29: Add “subject to division 3 of Trustee Act 1925”	Y	Change made
FWMDC	Delete Clause 23. Move previous 23.1 to new 1.5.	Y	Change made
FWMDC	Appendix A: Associate Member definition inclusion	Y	Change Made - drafting variation
FWMDC	Appendix A: Auxiliary Member definition amendments	Y	Change Made
FWMDC	Appendix A: Badge definition inclusion	N	Not required. Context of use of the term “Badge” self explanatory
FWMDC	Appendix A: Board of Enquiry definition inclusion	N	Does not appear in the draft proposed

FWMDC	Appendix A: Board Member definition inclusion	N	Does not appear in the draft proposed
FWMDC	Appendix A: Branch definition inclusion	N	Does not Appear in the draft proposed
FWMDC	Appendix A: Committee definition inclusion	Y	Change Made
FWMDC	Appendix A: Dependant definition inclusion	N	Does not Appear in the draft proposed
FWMDC	Appendix A: National Constitution definition inclusion	N	Change Made
FWMDC	Appendix A: Service Member definition amendments	Y	Change Made
Kirribilli	Appendix A: Definition of Veteran	Y	Change made but subject to definition provided by the <i>Australian Veterans' Recognition (Putting Veterans and Their Families First) Act 2019 (Cth)</i>
FWMDC	Appendix A: Interpretation new subclauses (j) and (k)	Y	Change Made
FWMDC	Appendix B, Clause 7: Associate Member voting rights	Y	Clarified in new provision 14B
Ballina	Appendix B, Clause 7: Associate Member	Y in part	Please see new provision clause 14B. The reference to cancellation of membership in a calendar year has not be included to allow for the receiving sub-Branches discretion to be preserved. Transfer/confirmation of receiving sub-Branch by RSL NSW is required, but not within a time period.
FWMDC	Appendix B: Associate	Y	Changes made and Associate Members included at clauses 14A-14E of Appendix B
FWMDC	Appendix B, Clause 9(b): receiving to received	Y	Change Made
FWMDC	Appendix B, Clause 15(a): a person over the age of 18	Y	Change Made
FWMDC	Appendix B, Clause 15(c): a person over the age of 18 years	Y	Change Made
FWMDC	Membership Fees (Appendix B, Clause 11) Removal of membership fee provision in the Constitution	N	No change to Constitution required. Membership fees can be provided for within the Board's discretion. Currently they are set as \$0. The discretion to set membership fees should be retained. This should be a motion submitted separately for debate and consideration by members at the 2021 AGM
FWMDC	Membership Fees (Appendix, Clause 11) Annual Membership Fees to sub-Branch attached of \$5	N	Members in need should be assessed as part of the sub-Branch's formal charitable assessment of veterans in need. If members, who are veterans or members of a veteran's family, and they are genuinely in necessitous circumstances, membership fees can be covered This should be a motion submitted separately for debate and consideration by members at the 2021 AGM

FWMDC	Cancellation of Membership Fees (Appendix B, Clause 11)	N	This has been done as part of the Strategic Plan. This should be a motion submitted separately for debate and consideration by members at the 2021 AGM
FWMDC	Appendix 26 (a): remove the Board's right to cancel membership for non payment of fees	Y	Change Made
FWMDC	Appendix C: Members meeting Conduct and Voting Procedures to read AGM/State Congress Conduct ad Voting Procedures	Y	Change made, but limit to General Meeting and AGM
FWMDC	Appendix C, Clause 3(c): requirement for explanation if motion rejected	Y	Change Made
FWMDC	Appendix C, Clause 4: requirement for motions to be able to be resubmitted	Y	Change Made (see Appendix C, clause 4 and 4A)
FWMDC	Appendix C, prior to clause 6: requirement for Returning Officer identity to be supplied at time of notice of meeting	Y	Change Made see Appendix C, clause 5
FWMDC	Appendix C, Clause 6: 4 weeks change to 8 weeks	Y	Change Made but to clause 8.11.
East Maitland	Appendix C: Proxy related motions. Amendments to the role of the Congress Agenda Committee.	N	Falls away with elimination of proxies Changes made. Items dealing with meeting process will need to be incorporated in the SOP.
FWMDC	Appendix C, Technical Difficulties Meetings Chair to adjourn meeting where technical difficulty	N	It is standard for the Chair to have discretion in this circumstance, subject to a quorum being maintained.
FWMDC	Appendix C, Claus 13: membership register close 7 days prior to AGM	N	Board's discretion retained. This year it will be 7 days prior as was the case in 2020.
FWMDC	Appendix C, Delegate Responsibilities	Y	See changes at 32A -32B
FWMDC	Appendix C, Clauses 17-25	In part	These are matters for the SOP. Quorum provision remains as 50 Congress Delegates (or their Alternates). Amendment requiring President to chair the AGM/GM has been accommodated.
FWMDC	Appendix C, New Clauses 26 – 36 Meeting Process	N	These are matters for SOPS
FWMDC	Appendix C, Clause 17 to be moved to Voting Provisions	N	The clause can remain with the chair's responsibilities and is a natural place for the clause
FWMDC	Appendix C, Clause 27: make electronic voting default	N	Chair's discretion should remain (it is likely that electronic voting will be conducted as a rule – this does not need to be prescribed).
FWMDC	Appendix C, Proxies: Delete	Y	Clauses 33 – 40 have been removed and replaced with postal voting provisions clauses 26-26B.
FWMDC	Appendix C, clause 35: Motion Reconsideration	N	This is a matter for the SOPs but also within chair's discretion to determine
FWMDC	Appendix C, Motion Dissent	N	This is a matter for the SOPS. However, the chair's discretion should prevail and

			replacing the chair does not make for an orderly meeting.
FWMDC	Appendix C, Prepolling	N	See postal voting provisions clauses 26-26B.
FWMDC	Disciplinary Powers of a Sub-Branch Appendix D	N	These provisions come from the old by laws and are not compatible with the operation of Appendix D. Serious matters of governance should be referred to State Branch for investigation through the whistleblower hotline or through the State Secretary and be dealt with through the Tribunal Process (particularly where matters relate to indictable offences). General matters of order relating to behaviour unbecoming could be dealt with in the meeting provisions.
FWMDC	Appendix D, clause 11: include obligation to provide details of allegations	Y	Change made
FWMDC	Appendix D, clause 14: include provision stating that the Tribunal can only consider the matters referred	N	This is implicit in the requirement for the Tribunal to operate fairly
FWMDC	Appendix D, Clause 16: deletion of (e)	N	The Tribunal is required to act fairly, and it is expected that the nature of the Disciplinary Recommendation is set out for the persons the subject of the hearing.
FWMDC	Appendix D: Legal Representation at Tribunal Hearings	Y	Included but subject to the Tribunal Chair's discretion to recognise that the Tribunal process is not a legal process. See Appendix D, clause 18
FWMDC	Appendix D, clause 20: Transcripts provision	N	However, amendment made to provide that transcript to be provided on request
FWMDC	Removal of Unnecessary Wording	Y	Removed where the amendment did not result in a substantive change requiring further consideration
FWMDC	Removal of duplication in Constitution or within SOPS: Clauses 13.5, 13.8(b), 13.18, 13.20 – 13.30, 13.32	Y & N	District Council provisions recommended removed to SOPs where appropriate and where provision did not affect the recognition of the role of the District Council. Clause 13.32 to remain as written as the Board's power requires the authority of the Constitution
	Removal of duplication in Constitution or within SOPS: Clauses 14.1-14.3, 14.6, 14.7, 14.9, 14.13-14.19	N	District President Council provisions must be prescribed by the Constitution. The DPC should not be responsible for determining its own governance frameworks. Its function requires the authority of the Constitution.
	Removal of duplication in Constitution or within SOPS: 16.23	Y	Duplication (and inconsistency) removed
	Removal of duplication in Constitution or within SOPS: 17.2	N	There is no duplication here. The function of the clause in Appendix D relates to recommendations made to the Board by the Tribunal as opposed to the Board's power to

			take action (subject to the procedures set out in Appendix D)
	Removal of duplication in Constitution or within SOPS: 21.5	Y	Removed
	Removal of duplication in Constitution or within SOPS: Appendix B	Y	Removed but for para 26 as it is important to clarify within the membership provisions dealing with cancellation and cessation of membership that the Board's powers under 17.2 extend to cancellation of membership within the parameters of the Disciplinary Provisions
FWMDC	Removal of Company Secretary and consequential amendments	N	The Company Secretary is a required Executive Position pursuant to the Enforceable Undertaking and good governance requires the role to be separate from the CEO's.
FWMDC	Clause Numbering	N	This can be part of a rewrite after the AGM if required. The numbering presented works adequately.