

CONFIDENTIAL

Annual General Meeting

Meeting Venue: Newcastle Convention & Exhibition Centre, 309 King Street, Newcastle and via Lumi online delegate platform

Meeting Date: Tuesday 1 November 2022

Present – Board

Ray James (President)
Sophie Ray (Chair RSL NSW Board)
Phillip Bridie
Phillip Chin

Steve Graham
Jason Hazell
Jim Hungerford
John Hutcheson
David McCann
Louise Sullivan

Present – Management

Jon Black, Chief Executive Officer
Jeff O'Brien, State Secretary & Company Secretary
Nicole Hasrouni, Chief Financial Officer
Trina Constable, Head of Communications Marketing & Membership
Reuben Bowd, Head of Legal
Jonathan Childs, Project Manager

Present

190 delegates
^part of meeting only

Invitees

Scott Tobutt, PKF^

Opening

Ray James (RJ), the President and Chair of the meeting, noted that a quorum was present and declared the meeting open at 1:03pm.

RJ introduced the Board to the delegates.

President's Report

RJ commented on the events that had taken place since the last face to face AGM held in 2019; the passing of Her Majesty Queen Elizabeth, appointment of a new Prime Minister and Premier and the assistance to the communities from the ADF during the bush fires in 2019 and 2020 and the devastating floods in 2021 and 2022. RJ also commented on the war in Ukraine and the necessity for the ADF to be better equipped for the future with regards to support weapons and platforms.

RJ commented on the Royal Commission into Defence and Veteran Suicide and the devastating testimony that had been heard. He advised that RSL NSW had made a submission to the Royal Commission highlighting the role that the league could play to support the veterans and their families, but that this required the support of all the sub-Branches and members.

RJ highlighted the donation made to RSL LifeCare Veteran Services in the amount of \$3.1 m and thanked the sub-Branches for their donations and especially those sub-Branches that made significant donations to the Veteran Support Fund (VSF), noting that donations to the VSF would help the RSL to achieve its charitable purpose objectives. RJ detailed the assistance from RSL LifeCare to the veteran community.

RJ commented on the assets held by the sub-Branches totalling \$718 m and questioned whether aging buildings and investment accounts were the best way to support the veterans, or whether those funds could be put to better use and gain returns in different ways, eg rental returns. He challenged the sub-Branches to start fund raising, to get the brand out to the public and to show the community that the RSL cared about the veterans and their families. He encouraged the sub-Branches to actively encourage non-service members to join the auxiliary and thanked the auxiliary for their contributions.

RJ questioned why RSL NSW relied on government grants to fund Veteran Hubs, and why RSL NSW couldn't fund these hubs. RJ would like to see at least 10 veteran hubs established in NSW.

RJ commented on the number of Constitutional Motions that had been put forward to the AGM noting that no motions were made to address or support veterans battling with mental health or to address veteran suicide.

RJ advised that RSL was the largest league in NSW and that the Legion of Ex-Servicemen and Women had approached the RSL to merge with them due to their dwindling membership. He encouraged smaller sub-Branches to consider becoming chapters of larger sub-Branches.

RJ challenged the sub-Branches to look at the way they operated and encouraged them to engage differently and find ways to include young members and their families.

RJ challenged the District Councils to be more active and engaged in the sub-Branch activities. He encouraged everyone to work together to ensure that the League continued to flourish and support the veteran community.

RJ highlighted the 2021 census results noting that 174,000 veterans were based in NSW and shared his wish that every veteran would know what the RSL stood for by 2026.

RJ thanked all the volunteers for their hard work and support and encouraged all the members to participate in a respectful manner and to consider how we could do more for veterans and their families and veterans living below the poverty line, and those contemplating suicide.

Financial and Audit Report

Nicole Hasrouni (NH) presented the Financial Statements for the year ending 30 June 2022. She advised that no new accounting standards were adopted in the financial year and the financial statements were prepared in accordance with the Australian Accounting Standards.

NH highlighted key timeline transactions and events:

- Relocation of ANZAC House from George St to Pitt St
- The sale of Concord RSL investment property
- Appointment of new auditors, PKF
- Receipt of the second-year option fee payment received for Hyde Park Inn (HPI), noting that a contract of sale was in place with a delayed settlement and that the site would be developed on settlement
- Sale contract for 262 Castlereagh Street (262)
- DA for HPI was lodged with City of Sydney
- Donation made to RSL LifeCare in the amount of \$3.1 m

NH spoke to the financial position of the organisation highlighting the income and expenditure of 2021/2022 financial year and the improvement in the budget deficit. Noting an increase in turnover at the HPI after the Covid lockdown.

NH highlighted entries on the balance sheet and commented on the strengthening of assets by 17% due to the revaluation of HPI, 262 and the sale of Concord, advising that the deferred income would be noted as revenue after settlement occurred.

NH explained the revaluation of HPI and 262, with a minimum purchase price of \$95m and a future uplift value and noted that the expected settlement date was end of 2023.

NH advised that:

- The organisation had the ability to pay any debts as and when they fell due.
- An investment portfolio was established with Morgan Stanley in Dec 2021, and that the portfolio had been impacted by market volatility which continued to impact the performance.
- There were 2 related party transactions for management services provided to ANZAC House Trust (AHT) and AFOF.

NH thanked all the sub-Branches who supported RSL LifeCare and thanked the auxiliary for their support in the poppy appeals and fund raising.

Scott Tobutt – PKF partner, presented his report, confirming that the audit was complete and that PKF received full cooperation from management and that all deadlines were met. He stated that the audit report (attached to the financial statements) was unqualified.

Rules and Voting Procedure

RJ outlined the rules and procedures to be used during the meeting including the voting procedures. He reminded Delegates to submit their votes at the appropriate times.

The following motions required a simple majority of 50.1% to carry.

Motions for Consideration

1. Minutes of the 2021 Annual General Meeting

That the minutes of the 2021 Annual General Meeting were adopted.

Results:

For: 99.46 %

Against: 0.54 %

Motion Carried and Resolution passed

2. Register of Motions

That members note:

- a) the summary Register of Motions passed at the 2017, 2018, 2019 and 2021 Annual Congress and the status of their implementation; and that
- b) in accordance with the resolution passed by Members at the 2019 Congress, that an updated Register will be provided to members within two (2) calendar months of the conclusion of the 2022 AGM.

Results:

For: 100 %

Against: 0 %

Motion Carried and Resolution passed

3. Endorse Wording of Constitution

That Members endorse the wording of amendments to the RSL NSW Constitution that were approved at the 2021 RSL NSW Annual General Meeting and came into effect on 1 January 2022.

Results:

For: 98.90 %
Against: 1.10 %

Motion Carried and Resolution passed

4. Annual Report, Financial Statements and Auditors Reports

That the Financial Statements and Auditor's Report for RSL NSW for the financial year ended 30 June 2022 were adopted and the requirement to lodge the Annual Report of RSL NSW for the year ended 30 June 2022 with the Minister for Transport, Veterans and Western Sydney following the 2022 AGM was noted.

Results:

For: 100 %
Against: 0 %

Motion Carried and Resolution Passed

5. Venue for next Annual State Congress & AGM

THAT the venue for the next Annual Congress/Annual General Meeting (and where possible any extraordinary general meeting) to be conducted by way of in person attendance, will be at **Newcastle Exhibition & Convention Centre, 309 King Street, Newcastle West** with the Board to determine whether or not such next meeting will be held by way of in person attendance or by remote technology in its discretion.

Results:

For: 96.81 %
Against: 3.19 %

Motion Carried and Resolution Passed

David Ingram announced a Point of Order, that according to the Constitution the Board was not allowed to put motions forward but that they could put a resolution forward, quoting Appendix C para 2, and para 8.12.

The chair suspended the meeting to confer with colleagues on the point of order.

The Chair resumed the meeting and advised that to achieve a resolution a motion was required and as such the Board motions stand.

The following motions required a simple majority of 50.1% to carry.

6. ANZAC House Motions

6.1 ANZAC APP

Proposer – Castle Hill and District and Far Western Metro DC

That RSL NSW develop a free ANZAC APP for use by people who are unable to attend an ANZAC Dawn Service.

Moved: David Hand – Castle Hill

The speaker referred to the motion sheet without adding further comments.

Seconded: David Ingram - Far Western Metro DC

No delegates spoke against the motion.

Results:

For:	75.68%
Against:	24.32 %

Motion Carried and Resolution passed

6.2 Recruiting

Proposer – Castle Hill and District

That RSL NSW develop a plan to facilitate recruiting in NSW for new members.

Moved: David Hand – Castle Hill

The speaker advised that the motion and supporting arguments were as read.

Seconded: David Ingram - Far Western Metro DC

No delegates spoke against the motion.

Results:

For:	89.25 %
Against:	10.75 %

Motion Carried and Resolution passed

6.3 Service Badges

Proposer – Ingleburn

That RSL NSW request RSL National to seek permission from the Chief of the Defence Force for them, i.e., RSL National, to be the sole approver for RSL sub-Branches to use the Service Badges on Memorials, etc. instead of the individual Service Brand Managers.

Moved: Patrick O'Grady - Ingleburn

The speaker highlighted the steps taken to obtain permission to use the brands on the sub-Branch sandstorm memorial. Requesting that RSL National have the right to authorise the use of the ADF Badges.

Seconded: Warren Browning - City of Campbelltown

The speaker fully endorsed the Ingleburn sub-Branch motion and would like to see the governing body, RSL National granting the sub-Branches permission to use ADF badges.

Speaker against the motion: Kevin Barrington - Coonabarabran

The speaker stated that brand managers owned the brand and found it unclear how RSL National could own the brand.

Speaker for the motion: Graham Docksey – City of Albury

The speaker supported the motion having worked with the services he suggested that this issue might be a communication issue only. Noting that there was a 4th brand manager, namely the ADF.

Right of Reply – Patrick O'Grady - Ingleburn

The speaker advised that Ingleburn did not want to own the brand, they were requesting a quick turnaround and no longer had banners on the fences. Quote had to be obtained again for the sandstone memorial.

Results:

For: 64.74 %

Against: 35.26 %

Motion Carried and Resolution passed

The following motions required a simple majority of 50.1% to carry.

7. Veteran Policy Motions

7.1 RSL as Peak Body

Proposer – Board

That the RSL is the lead ex-service organisation (ESO) ensuring the recommendations of the Royal Commission into Defence and Veteran Suicide are implemented, in collaboration with other ESOs.

Moved: David McCann - RSL NSW Board

The speaker advised that the RSL was the oldest Veterans organisation in Australia, and while it agreed that the focus was lost for a period, after the enquiry and careful restructure the focus had returned to the veterans and their families. The speaker highlighted the support that was required from the sub-Branches and its members to play an influential role in supporting the veterans. Noting that the Veteran Services & Policy Committee (VSPC) had made significant recommendations to RSL National, ESORT and DVA for improvements in services.

Seconded: Bronte Pollard - Kirribilli

No delegates spoke against the motion.

Results:

For: 93.19 %

Against: 6.81 %

Motion Carried and Resolution passed

7.2 DVA Consultation with ESOs

Proposer – Board

That the RSL work with the Department of Veterans' Affairs (DVA) and other ESOs to ensure that DVA consults more effectively with ESOs, including through the implementation of adequate reporting, governance, and implementation processes.

Moved: David McCann - RSL NSW Board

The speaker advised that the VSPC had successfully advocated to DVA to improve turnaround times in communications between the Department, ESO's and advocates and advised that significant RSL projects were underway including recommendation of major improvements to the ADTP program, simplifying the complex legislation governing veterans affairs and making DVA services accessible to more veterans.

Seconded: Graham Docksey - City of Albury

No delegates spoke against the motion.

Results:

For: 94.65 %

Against: 5.35 %

Motion Carried and Resolution passed**7.3 Homelessness****Proposer – Ourimbah-Lisarow**

That RSL NSW prepare a business case for the Government, through the Federal Minister for Veterans Affairs, for addressing homelessness and the risks of homelessness within the Veteran Community by incorporating into law a statutory right to shelter and protection from homelessness, including an express statutory protection to acknowledge and manage the higher risk of veteran homelessness.

Moved: Howard Bell - Ourimbah-Lisarow

The speaker spoke to the opportunity to create a legally enforceable right to shelter and the current statistics on veteran homelessness and the high risk of homelessness for veterans, noting that Australia was a signatory of the Universal Declaration of Human Rights that created a guarantee of protection against homelessness and the International Protocol in relation to social, economic and cultural rights had almost identical terms. The speaker believed that this was the right time for the RSL to lead the campaign against homelessness.

Seconded: Bob Couper - Doyalson Wyee

No delegates spoke against the motion.

Results:

For: 93.26 %

Against: 6.74 %

Motion Carried and Resolution passed**7.4 Solar Panel Service****Proposer – City of Queanbeyan**

That the Department of Veterans' Affairs (DVA) implement and provide a Solar Panel maintenance service for eligible veterans.

Moved: Matt Helm - City of Queanbeyan

The speaker reiterated the supporting argument for the motion.

Seconded: Todd Vercoe – Bowraville & District

No delegates spoke against the motion.

Results:

For: 87.56 %

Against: 12.44 %

Motion Carried and Resolution passed**7.5 Fund to Support Veterans at AAT****Proposer – City of Sydney**

That RSL NSW establish a funding mechanism to provide assistance to veteran's who have appeals before the Administrative Appeals Tribunal and require financial assistance to produce specialist medical reports and pay for these medical specialists to appear at a Hearing where required.

Moved Syd Griffith - City of Sydney

The speaker reiterated the supporting argument for the motion.

Seconded: Morrie Gallina - Corrimal

No delegates spoke against the motion.

Results:

For: 91.01 %

Against: 8.99 %

Motion Carried and Resolution passed

7.6 Advice to Seek Advocate Support

Proposer – City of Sydney

That RSL NSW approach the Department of Veterans' Affairs to include a notice in the online MyService claims portal advising veterans to seek the assistance of a suitably qualified advocate prior to lodging their claim.

Moved: Syd Griffith - City of Sydney

The speaker reiterated the supporting argument for the motion.

Seconded: Bronte Pollard - Kirribilli

The speaker supported the motion, advising that the McKenzie report into the DVA's claim processing found that 94% of the claims submitted online were incomplete. The majority of claims submitted with the assistance of an advocate had more successful outcomes. Incomplete claims were creating huge backlog with the DVA. Noting that DVA were promoting the lodging of online claims through their Veteran Support Officers at the transition seminars.

No delegates spoke against the motion.

Results:

For: 98.45 %

Against: 1.55 %

Motion Carried and Resolution passed

The following motions required a special resolution two-thirds majority (66.7%) to carry

8. Constitutional Motions

8.1 14.3 (d) & 21.1 DPC Role in SOP

Proposer – Board

That the RSL NSW Constitution be amended by deleting the words:

(a) "and/or approving amendments" from clause 14.3 (d); and

(b) "and approved by" from clause 21.1

to read:

14.3 *The District Presidents' Council will represent sub-Branches and District Councils and will exercise the following functions and powers:*

(d) *periodically reviewing the Standard Operating Procedures and proposing amendments ~~and/or approving amendments~~ to the Standard Operating Procedures; and*

21.1 *The Board may from time to time pass a resolution adopting or amending Policies and Standard Operating Procedures, provided however any adoption and any amendments to Standard*

Operating Procedures will be done in consultation with ~~and approved by~~ the District Presidents' Council.

Moved: Louise Sullivan – RSL NSW Board

The speaker advised that the proposed amendment aligned with the governance of the DPC and Board roles noting the role of the Board was to be responsible for the overall management, governance and strategic direction of the organisation while being accountable to the members. The DPC played a critical role by keeping the Board apprised of the members views, however, the DPC should not have the right to approve SOP's or policies, which was the Board's role. The Board recognised there was a path of collaboration. RSL would succeed if everyone worked together for the better of the Veterans.

Seconded: Penshurst however this was withdrawn because the alternate delegate seconded the motion

Seconded: John Knight – Gundagai

Speaker against the motion: David Clarke - Western Metro DC

The speaker claimed that this motion would remove the authority of the DPC role and stated that the Constitution was drawn up without regional representation and that the members would have representation via the district councils. He stated that the Board could choose to endorse the DPC approval, but that it was important to gain DPC approval. The speaker referred to a recent discussion paper that was circulated and questioned if removing the DPC authority was for the good of the league.

Speaker against the motion – David Ingram – Far Western Metro DC

The speaker advised that the district was against the proposal, as the role of the DPC was to provide a regional voice. He suggested that the word be changed to "endorsed" by the DPC or Board and not remove the word approve. Without that process there was no way for the DPC to get involved.

Right of Reply: Louise Sullivan – RSL NSW Board

The speaker re-emphasized that the Constitution currently led to a degree of confusion of the roles of the Board and DPC and that the roles should be reflected clearly. The Board as the leaders of the organisation had to accord by the best governance principles and show how the organisation was being led. Acknowledging that the Board did not always get it right, but that the DPC should not have last right of approval because that would lead to an issue with governance.

Results:

For:	34.69 %
Against:	65.31 %

Motion Lost

8.2 15.4 (ii) Auxiliary Member to Hold Office

Proposer – Board

That clause 15.4 (a) (ii) of the RSL NSW Constitution be amended by deleting the word "or" between the words Service Member and Affiliate Member and adding the words "or Auxiliary Member" after Affiliate Member to read:

15.4 To be eligible to be approved as an RSL NSW sub-Branch, a sub-Branch must:

- (a) Form a sub-Branch executive committee comprising:*
- (ii) a Treasurer and a Secretary each of whom must be a Service Member, or Affiliate Member or **Auxiliary Member** (provided that one person may, if the sub-Branch decides, be appointed as both Treasurer and Secretary); and*

Moved: Phillip Chin – RSL NSW Board

The speaker advised that the auxiliary members formed an important part of the organisation and that this would allow them to take up treasurer and secretary positions, utilising their skills, and allowing them to

contribute and complement service members where there were insufficient volunteers specifically for those positions.

Seconded: Fred Goode – Maitland

Speaker against the motion: John Tramby - Gunnedah

The speaker advised that the auxiliary members did not have voting rights at sub-Branch meetings and would therefore be unable to undertake Treasurer duties effectively.

Speaker for the motion: Bob Waller – Old Bar Beach

The speaker advised that the auxiliary members support at smaller sub-Branches was crucial and that they needed everyone's support as a community. Noting that funds were received through the auxiliary efforts.

Speaker for the motion: Kevin Barrington – Coonabarabran

The speaker highlighted that RSL NSW was required to hold a register of members and that no auxiliary members information was recorded on the member portal. This would necessitate several changes to be made and he encouraged that RSL recognise auxiliary members in the portal.

Right of reply: Phillip Chin – RSL NSW Board

The speaker noted that was a valid point raised and advised that the portal was currently being updated. He commented that affiliate members were currently allowed to hold executive positions.

Results:

For:	62.23 %
Against:	37.77 %

Motion Lost

8.3 **15.8 Code of Conduct Breach**
Proposer – Board

That clause 15.8 of the RSL NSW Constitution be amended by adding new sub-clause **in accordance with the Standard Operating Procedure – sub-Branch Conduct Committee, have the authority to establish a Conduct Committee to manage breaches of the RSL NSW Code of Conduct at the sub-Branch.**” to read:

15.8 *The functions, duties and obligations of a sub-Branch are controlled and managed by the sub-Branch Executives and in the case of an incorporated sub-Branch the Board or management committee as the case may be who:*

(e) ***in accordance with the Standard Operating Procedure – sub-Branch Conduct Committee, have the authority to establish a Conduct Committee to manage breaches of the RSL NSW Code of Conduct at the sub-Branch.***

Moved: Jason Hazell - RSL NSW Board

The speaker advised that the code of conduct was based upon the RSL's values, namely Courage, Respect, Teamwork & Trust and that it was agreed through a consultative process to empower the sub-Branches to establish a body to manage any breaches of conduct, noting that a SOP still had to be produced and agreed.

Seconded: Morrie Gallina – Corrimal

Speaker against the motion: Derek Leslie – Northern Metro DC

The speaker commented that the members were being asked to approve in principle an unwritten SOP that had not gone through any procedure, validation or DPC consideration.

Results:

For: 47.09 %

Against: 52.91 %

Motion Lost

8.4 15.16 sub-Branch Notice of General Meeting

Proposer – Board

That clause 15.16 of the RSL NSW Constitution be amended by deleting the words “in accordance with Appendix C” and replacing them with the words “**by giving no less than two weeks written notice to all members attached to the sub-Branch and**” to read:

*15.16 The sub-Branch Executives may call sub-Branch general meetings as and when required ~~in accordance with Appendix C~~ **by giving no less than two weeks written notice to all members attached to the sub-Branch and** provided that they must call sub-Branch general meetings at least quarterly, one of which must be an annual general meeting.*

Moved: Sophie Ray – RSL NSW Board

The speaker advised that this motion was brought to reduce the 4 weeks’ notice period to 2 weeks’ notice for general meetings which was more in keeping with how the sub-Branched operated. Noting that clause 15.17 referred sub-Branched to Appendix C which mostly applied to RSL NSW AGM’s. ANZAC House would develop a guidance note to outline the relevant sections of Appendix C for a sub-Branch general meeting.

Seconded: Geoff Tate – City of Liverpool

No delegates spoke against the motion.

Results:

For: 92.55 %

Against: 7.45 %

Motion Carried and Resolution passed

8.5 15.39 Due Date for Annual Returns

Proposer – Board

That clause 15.39 of the RSL NSW Constitution be amended by deleting the word “March” and replacing it with the word “May” to read:

*15.39 Each sub-Branch must, and will be in default of its obligation to comply with this Constitution if it does not, by 31 ~~March~~ **May** each year (unless agreed otherwise in writing by RSL NSW)*

Moved: Sophie Ray – RSL NSW Board

The speaker advised that this was purely an administrative change recognising that congress had moved from May to October and would assist sub-Branched to have their accounts finalised to complete their ACNC Annual Information Statement by the 30 June deadline.

Seconded: Jayne McCarthy – Tamworth

No delegates spoke against the motion.

Results:

For: 98.40 %

Against: 1.60 %

Motion Carried and Resolution passed

8.6 **16.15 Attendance Requirement for RSL Custodian**
Proposer – Board

That clause 16.15 of the RSL NSW Constitution be amended by inserting the sentence “**RSL Custodian, acting as either co-Trustee or sole Trustee for a sub-Branch, is exempt from the requirement to attend sub-Branch general meetings and the sub-Branch Annual General Meeting**” after the sentence ending in

the words “...calendar year” to read:

16.15 Trustees must keep the sub-Branch Executives regularly and fully informed on all matters regarding sub-

*Branch Property held on trust and must attend at least three general meetings including the annual general meeting convened and held by the sub-Branch in a calendar year. **RSL Custodian, acting as either co-Trustee or sole Trustee for a sub-Branch, is exempt from the requirement to attend sub-Branch general meetings and the sub-Branch Annual General Meeting.** The appointment of an RSL NSW Member as a Trustee will not otherwise affect their rights and obligations as an RSL NSW Member.*

Moved: John Hutcheson – RSL NSW Board

The speaker advised that this motion reflected the practicalities of how Custodian was operated, noting that Ray and 3 directors currently met every fortnight to discuss any Custodian matters. He asked the members to consider the cost benefit analysis for Custodian Directors to attend sub-Branch general meetings, or whether this matter was better served as currently relevant.

Seconded: Todd Vercoe - Bowraville

No delegates spoke against the motion.

Results:

For:	82.98 %
Against:	17.02 %

Motion Carried and Resolution passed

8.7 **16.23 Removal of Trustee**
Proposer – Board

That the RSL NSW Constitution be amended by deleting the words ‘Special Resolution’ and replacing them with the words ‘majority resolution’ in clause 16.23 to read:

*16.23 The Trustees jointly and severally recognise the right of the President as appointor, the sub-Branch by ~~Special Resolution~~ **majority resolution** and/or the Board to remove the Trustees (or any of them) from office at any time in accordance with the Constitution, and each of them agree to cooperate and act in accordance with any lawful or reasonable direction by the Board in the event of such removal.*

Moved: John Hutcheson – RSL NSW Board

The speaker advised that according to the Constitution the sub-Branch President had the right to appoint a Trustee based upon a special resolution or membership itself. This amendment would make it easier at sub-Branch level to change Trustees to move from a 66.7% to a 50.1% majority requirement to pass.

Seconded: Leigh Warren - Wangi Wangi

Speaker against the motion: David Clarke - Western Metro DC

The speaker opposed the motion stating that their motion was submitted to remove clause 16.24 while leaving 16.23 in place, and that the Board had submitted a motion after receiving the motion from Western

Metro DC. The speaker believed that trustees in the more affluent sub-Branches held a significant and important role and that it shouldn't be too easy to change Trustees, noting that this was a costly exercise.

Speaker against the motion: Matt Helm – City of Queanbeyan

The speaker advised that the motion did not state whether the sub-Branch President had to give a reason why a Trustee was being removed.

Right of Reply: John Hutcheson – RSL NSW Board

Advised that the key point was the fact that the members were the ones who determined who they wanted to be trustees of their investments, and this amendment would allow them a much easier way to do that.

Results:

For:	55.32 %
Against:	44.68 %

Motion Lost

**8.8 16.24 Removal of Trustee
Proposer – Western Metro DC**

That Clause 16 Para 24 be removed in its entirety and that subsequent Paras be renumbered.

Moved: David Clarke - Western Metro

The speaker advised that this motion was to tidy up a serious clash between the 2 clauses in the constitution where one determined the need for a special resolution and the other clause made provision for a general or simple majority.

Seconded: John Olive – Tilligerry

No delegates spoke against the motion.

Results:

For:	76.63 %
Against:	23.37 %

Motion Carried and Resolution passed

**8.9 Appendix A Definition of Code of Conduct
Proposer – Board**

That the definition of Code of Conduct contained in Appendix A of the RSL NSW Constitution be amended to read:

*Code of Conduct means the **RSL NSW** code of conduct for ~~Directors~~ **any RSL NSW Member or RSL NSW Officer** adopted from time to time ~~under clause 9.55.~~*

Moved: Jason Hazell – RSL NSW Board

The speaker advised that the Board recently approved the code of conduct applicable to all members and officers of RSL NSW and that the definition in Appendix A should be amended to apply to all members of the RSL.

Seconded: Glenn Mount - Singleton

No delegates spoke against the motion.

Results:

For: 90.91 %
Against: 9.09 %

Motion Carried and Resolution passed**8.10 Appendix A Definition of Veteran
Proposer – Board**

That Appendix A of the RSL NSW Constitution be amended by alphabetically adding a definition of Veteran to read:

Veteran has the same meaning as in the Australian Veterans' Recognition (Putting Veterans and Their Families First) Act 2019 (Cth).

Moved: Sophie Ray – RSL NSW Board

The speaker advised that this was an administrative change, as the term Veteran was currently not defined in the Constitution, noting that this definition would align with the Veterans Act and was inclusive of both full time and reserve service members.

Seconded: Brian Mortimer - Bellingen River

Speaker against the motion: David Ingram – Far Western Metro DC

The speaker stated that this had become relevant as the Constitution amended in 2019 identified its charitable purpose to cater for veterans in the ADF only, where previously veterans were identified as allied veterans and ADF members. This would exclude any allied veterans from receiving any assistance or donations.

Speaker against the motion: David Clarke – Western Metro DC

The speaker advised that their sub-Branch also had at least 2 allied veterans, who under this definition would be excluded from assistance if we adhered to the letter of the law.

Right of Reply: Sophie Ray – RSL NSW Board

The speaker advised that this motion was to align the Constitution with the current Act, advising that changes to the Act should be taken up with the relevant department.

Results:

For: 43.62 %
Against: 56.38 %

Motion Lost**8.11 Clause 3 & Appendix A Definition of Veteran
Proposer – Far Western Metro DC**

That RSL NSW amend the State Constitution by 31 December 2022 to define Veteran to include Veterans of Allies by amending:

(a) Clauses 3.1, 3.2, 3.4, 3.5(b), 3.5(c) and 3.5(d) from “current and former members of the Australian Defence Force” in to “veterans”; and

(b) Appendix A to include:

Veteran means:

(a) *a ‘veteran’ within the meaning of the Australian Veterans’ Recognition (Putting Veterans and Their Families First) Act 2019; or*

(b) *a person who has served, or is serving, as a member of the Armed Forces of:*

- (i) any country presently or formerly a member of the British Commonwealth;
 - (ii) any country or place presently or formerly a Crown Colony of the United Kingdom;
 - (iii) the United States of America; or
- (c) a person to whom sub-paragraph (b) above does not apply, but who is an Australian citizen or permanent resident and who in a theatre of conflict:
- (i) either served with, supported or was otherwise engaged with the Australian Defence Force or the Armed Forces of those countries or places referred to in paragraph (b) above; or
 - (ii) served as a member of the Armed Forces of another country or place which, during that time of conflict, was an ally of the Commonwealth.

Moved: David Ingram - Far Western Metro DC

The speaker advised that this amendment would allow the RSL to treat all allied veterans the same as ADF veterans and members without giving them special treatment but allowing them to continue the bond with veterans from across the world.

Seconded: Ted Haslehurst – Ashfield

Speaker against the motion: David McCann – RSL NSW Board

The speaker advised that this matter had already been put forward to RSL National by VSPC after being considered at the 2021 Congress. He agreed that everyone wanted to see allied troops as members of sub-Branches and able to enjoy privileges, however, he cautioned that changing the Constitution would have a detrimental effect on the RSL NSW advocates and the whole encompassing power, as advocates would be inundated with servicemen requesting assistance for compensation and benefits from foreign countries. Resulting in RSL NSW being unable to meet its charitable purpose of assisting veterans to obtain compensation to which they were entitled. Noting that there would also be a need to amend the RSL Charitable Purpose to bring it in line with the Act.

Speaker against the motion: Todd Vercoe – Bowraville & District

The speaker believed this would open up benefits for military contractors vs servicemen.

Right of Reply – David Ingram - Far Western Metro DC

The speaker advised that this would not include advocating for foreign matters, and that all services would remain the same, eg welfare and wellbeing and baskets of fruit. The speaker believed this would not benefit military contractors but rather allow the RSL to treat servicemen from allied countries according to the rules of the RSL.

Point of Order: Sophie Ray – RSL NSW Board

David Ingram was asked to withdraw comments he made about possible adverse media coverage of a decision by delegates to reject this motion. Mr Ingram withdrew the comment.

Results:

For:	45.50 %
Against:	54.50 %

Motion Lost

8.12 Appendix B 15 (c), 16 & 18 Membership Minimum Age Proposer – Board

That Appendix B – Membership of the RSL NSW Constitution be amended by deleting the words “...over 17 years of age” in clause 15 (c) and adding new clauses 16 and 18 with the relevant renumbering to read:

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

NEW 16. To be eligible to be an Affiliate Member in any of the categories in clause 15 above, a person must be at least 18 years of age.

NEW 18. To be eligible to be an Auxiliary Member a person must be at least 18 years of age.

Moved: Sophie Ray –RSL NSW Board

The speaker advised that this amendment would align the age requirement across all 3 categories of membership and cautioned that a number of regulatory steps and mandatory reporting would have to be actioned to include members under the age of 18.

Seconded: Paul Bryant - City of Fairfield

No delegates spoke against the motion.

Results:

For:	94.59 %
Against:	5.41 %

Motion Carried and Resolution passed

**8.13 9.8 (b) Eligibility to be Elected Director
Proposer – Western Metro DC**

That clause 9.8 of the RSL NSW Constitution be amended by adding new item (b) to read “(b) must have been a Service Member of RSL NSW for at least three (3) years or have filled a Board Vacancy for at least one (1) year.” with subsequent items in clause 9.8 to be renumbered.

Moved: David Clarke – Western Metro DC

The speaker reiterated his supporting argument and emphasized that Board members should have a thorough understanding of sub-Branch matters and the organisation before getting a seat on the Board.

Seconded: Paul Hughes - Cumberland

The speaker believed that this experience would provide an understanding of the league without taking away the skill set required by the Board.

Speaker against the motion: David McCann – RSL NSW Board

The speaker reminded the members that every sub-Branch had expressed their concern at the aging membership and the need to attract younger members. This motion was divisive and would possibly turn younger veterans away. Every member had the right to nominate for any vacancy across the league and the members had the right to vote for whichever candidate they deemed best qualified for the position.

Speaker against the motion: Steve Walton - McClean

The speaker believed that this motion would detract from the flexibility that a new member could bring to the role and skills to complement the Board.

Results:

For:	28.72 %
Against:	71.28 %

Motion Lost

**8.14 9.8 (a) Board Director Experience
Proposer – Far Western Metro DC**

That RSL NSW amend the State Constitution by 31 December 2022 to clarify the eligibility to be an Elected Director by amending clause 9.8(a) to read:

(a) be a Service Member with at least three years of service in the RSL;

Motion was withdrawn by David Ingram - Far Western Metro DC

8.15 9.23 Elected Director Vacancy

Proposer – Western Metro DC

That Clause 9.23 be amended to read as follows:

9.23 The Board will fill a vacancy created under clause 9.22 by:

- (a) *if available, appointing a member from the list of unsuccessful candidates from the previous ballot. The order of selection will be in accordance with the number of votes received; or if unavailable*
- (b) *the Board may appoint any person eligible to be an Elected Director under clauses 9.8 to 9.10 of this Constitution. The appointment must be approved by a simple majority of a meeting of the District Presidents Council.*

The person appointed to fill the Casual Vacancy will hold office until the expiry of the term of the Elected Director creating the vacancy.

Moved: David Clarke – Western Metro DC

The speaker believed that a register of candidates should be kept to more easily fill casual vacancy positions on the Board, as the members would already be familiar with the candidates.

Seconded: Ted Haslehurst - Ashfield

Speaker against the motion: Steve Graham – RSL NSW Board

The speaker advised that from a due diligence and contemporary point of view that selecting a person off the candidate register would not necessarily mean that candidate had the skill set required to fill the position effectively. He believed that due process should be followed and the position advertised to select the best person.

Speaker against the motion: Warren Sowter - Coffs Harbour

The speaker referred to the NSW Fair Trading incorporated associations model constitution allowing the Board the discretion to act as it deemed fit.

No members spoke for the motion.

Right of reply: David Clarke – Western Metro DC

The speaker reiterated that service members should be used to fill any vacancies and that recruiting of Board members should not be undertaken.

Results:

For:	36.26 %
Against:	63.74 %

Motion Lost

8.16 15.56 sub-Branch Property Dealings

Proposer – Western Metro DC & Far Western Metropolitan DC

That clause 15.56 of the RSL NSW Constitution be amended by:

- (a) deleting “\$5,000” and replacing it with “\$10,000” and deleting “\$50,000” and replacing it with “\$100,000” in section (a);
 - (b) deleting “\$20,000” and replacing it with “\$50,000” and deleting “\$50,000” and replacing it with “\$100,000” in section (b); and
 - (c) deleting “\$5,000” and replacing it with “\$10,000” in section (c)
- to read:

15.56 *The Trustees and sub-Branches must not:*

- (a) *make a donation or gift of ~~\$5,000~~ **\$10,000** or more and may not make donations or gifts totalling ~~\$50,000~~ **\$100,000** or more in any one calendar year;*
- (b) *incur an expense of ~~\$20,000~~ **\$50,000** or more on any single item, activity or event and may not incur expenses totalling ~~\$50,000~~ **\$100,000** or more in any one calendar year;*
- (c) *lend to any person or body or invest money totalling ~~\$5,000~~ **\$10,000** or more in any one calendar year (except in investments authorised by the terms of any trust deed relating to such money), without the prior written consent of the Board or its Delegate.*

Moved: David Clarke – Western Metro DC

The speaker believed that this was a necessary adjustment for figures that had been in place for several years and should be increased accordingly.

Seconded: David Ingram - Far Western Metro DC

The speaker mentioned that this matter was raised last year with no outcome and believed it was a necessary amendment.

No delegates spoke against the motion.

Results:

For: 82.70 %
Against: 17.30 %

Motion Carried and Resolution passed

8.17 **15.53 Property**

Proposer – Far Western Metro DC

That NSW RSL State Branch amend the State Constitution by 31 December 2022 to clarify the directions on sub-Branch Property Dealings by:

Amending Clause 15.53 to add “real estate” before each mention of “Property”;

Moved: David Ingram – Far Western Metro DC

The speaker advised that the supporting argument was inaccurate. This motion was to deal with the definition of real estate property, and the selling or gaining thereof.

Seconded: Gary Grosmann - Trundle

Point of Order – David Clarke – Western Metro DC

Questioned whether this would be a consequential amendment.

Sophie Ray advised that this would not be a consequential amendment and would have to be a motion next year, resulting in 2 different definitions for the next year.

No delegates spoke against the motion.

Results:

For: 57.53 %
Against: 42.47 %

Motion Lost

8.18 **15.55 & 15.57 Funding Limits**
Proposer – Far Western Metro DC

That NSW RSL State Branch amend the State Constitution by 31 December 2022 to clarify the directions on sub-Branch Property Dealings by:

Amending clause 15.55, and 15.57 to change all references to “\$5,000” to “\$10,000”.

Moved: David Ingram – Far Western Metro DC
The speaker reiterated the supporting argument.

Seconded: Paul Bryant - City of Fairfield

No delegates spoke against the motion.

Results:

For: 85.41 %
Against: 14.59 %

Motion Carried and Resolution passed

8.19 **13.5 & 15.48 Affiliate as Delegate**
Proposer – Mascot

That clauses 13.5 and 15.48 of the RSL NSW Constitution be amended to allow Affiliate Members to be delegates, by adding the sentence “**When a sub-Branch cannot find a Service Member to fill the position of Delegate or Alternate Delegate an Affiliate Member attached to the sub-Branch can be nominated**” to read:

- (a) 13.5 *The District Council Delegate and any Alternate District Council Delegates must be Service Members attached to the sub-Branch. **When a sub-Branch cannot find a Service Member to fill the position of Delegate or Alternate Delegate an Affiliate Member attached to the sub-Branch can be nominated.***
- (b) 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, Congress and any General Meeting. **When a sub-Branch cannot find a Service Member to fill the position of Delegate or Alternate Delegate an Affiliate Member attached to the sub-Branch can be nominated.***

Moved: Colin Flatters - Maroubra

The speaker spoke on behalf of Mascot sub-Branch, noting that some sub-Branches did not have sufficient service members to fill the positions.

Seconded: John Drum - Bribbaree

The speaker believed that several sub-Branches would face the same challenge and would have willing affiliate members to undertake the positions, without having the right to vote.

Speaker against the motion: Peter Stephenson – Newcastle DC

The speaker advised that an affiliate could vote on local matters but could not vote on constitutional matters.

Speaker against the motion: Brian Willey – Lower North Coast DC

The speaker believed this would dilute the service knowledge available to the role of District Councils.

Results:

For: 30.43 %

Against: 69.57 %

Motion Lost

Due to the Conflict of interest in the following motions, Ray James vacated the Chair and John Hutcheson assumed the position of Chair.

8.20 9.6 President as Chair**Proposer – Corrimal**

That clause 9.6 of the RSL NSW Constitution be replaced with the following clause:

9.6 The Chair of the Board will be the President of RSL NSW.

Moved: Morrie Gallina - Corrimal

The speaker advised that the Chair of Board was a non-service director and that the RSL NW should have one chief responsible for the organisation.

Seconded: Matt Helm - City of Queanbeyan

The speaker reiterated the supporting argument.

Speaker against the motion: Peter Stephenson – Newcastle DC

The speaker believed that the Chair of the Board should be the most qualified person.

Speaker against the motion: Brian Willey – Lower North Coast DC

The speaker believed the Chair of the Board should be the most suitably qualified person and not simply because that person was the President.

Right of reply: Morrie Gallina – Corrimal

The speaker believed the Constitutional requirements providing that executive positions at sub-Branch and District Council levels be filled by service members should be reflected at state level and believed that the President should have the necessary skill set to fulfill all government and fiduciary responsibilities.

Results:

For: 48.65 %

Against: 51.35 %

Motion Lost**8.21 9.6 Board Chair Eligibility****Proposer – Far Western Metro DC**

That RSL NSW amend the State Constitution by 31 December 2022 to clarify the appointment of the Board Chairman by amending clause 9.6 to read:

“The Board must also appoint one Director, who may be the President or any other elected Director, to be the Chair.”

Moved: David Ingram – Far Western Metro DC

The speaker reiterated the supporting argument.

Seconded: David Williams – Merrylands

Speaker against the motion: Brian Willey – Lower North Coast DC

The speaker advised that the person appointed as chair should be the most suitable person based on skill set and competency criteria.

Results:

For: 46.96 %
Against: 53.04 %

Motion Lost

8.22 9.9 c and 9.10 Director's Term

Proposer – Corrimal

That the RSL NSW Constitution be amended to remove the following clauses:

9.9 (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;

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 years has lapsed from the date they last ceased to hold office.

Moved: Morrie Gallina – Corrimal

The speaker reserved the right to reply.

Seconded: Matt Helm - City of Queanbeyan

The speaker commented that the sub-Branches were asked to encourage and mentor younger members into executive positions and did not understand why we wanted to place obstacles in their way instead of encouraging members to use their attributes to help the RSL NSW.

Speaker against the motion: Derek Leslie – Northern Metro DC

The speaker referred to the Bergin enquiry and the serving constraints to allow for change in leadership to ensure that the Board was refreshed to avoid a repeat of past mistakes. He believed that a 3-year term was sufficient experience to take on a Presidential role. This would be a way to encourage younger members to join the board and avoid having long standing board members.

Results:

For: 28.18 %
Against: 71.82 %

Motion Lost

John Hutcheson vacated the Chair and Ray James resumed the position of Chair

8.23 Appendix C 12 Meetings – Technical Difficulties

Proposer – Far Western Metro DC

That RSL NSW amend the State Constitution by 31 December 2022 to clarify responses if technical difficulties arise during a General Meeting held at two or more places by amending Clause 12 of Appendix C to read;

“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 to be not satisfied, the Chair will adjourn the meeting until the difficulty is remedied.”

Moved: David Ingram – Far Western Metro DC
The speaker reiterated the supporting argument.

Seconded: Paul Bryant - City of Fairfield

Speaker against the motion: John Tramby - Gunnedah
The speaker advised that technical challenges in the rural areas could last for days at a time.

Speaker against the motion: Todd Vercoe – Bowraville & District
The speaker believed the continuance of the meeting should be based on the maintenance of a quorum.

Right of reply: David Ingram – Far Western Metro DC
The speaker advised that this concept arose last year and was aimed at a meeting held in a larger place and not individually in multiple places.

Results:

For:	53.26 %
Against:	46.74 %

Motion Lost

**8.24 Appendix C 27 Voting on Resolutions – Electronic Voting
Proposer – Far Western Metro DC**

That RSL NSW amend the State Constitution by 31 December 2022 to clarify the rules of voting at a general meeting by amending clause 27 of Appendix C to read:

“Voting on resolutions and motions will take place at the meeting by electronic voting mechanisms, if available. If not available, voting will be by either:

- (a) a show of hands; or*
- (b) a poll.*

At the Chair’s discretion.”

Moved: David Ingram – Far Western Metro DC
The speaker believed that there should not be 3 options for voting.

Seconded: Brian Swan – Epping

No delegates spoke against the motion.

Results:

For:	84.07 %
Against:	15.93 %

Motion Carried and Resolution passed

**8.25 Appendix B 6 ANZAC House membership
Proposer – Forster-Tuncurry**

That Clause 6 of the RSL NSW Constitution Appendix B be amended to read as follows:

6. *New members will be admitted and entered into the Membership Register by RSL NSW and recorded as being attached to ANZAC House through which the application was made and accepted, or to ANZAC House where the application was made with a request to be admitted as a member attached to ANZAC House.*

The Chair noted that Forster-Tuncurry had given an apology and were not in attendance at the meeting.

Moved: Rob Grant – Nowra

The speaker believed that the sub-Branch should have the continued right to check the new member credentials and ensure that they would be working for the sub-Branch and not against them. The right to refuse membership should remain.

Seconded: Robert Saelman - Matraville

Speaker against the motion: Brian Willey – Lower North Coast DC

The speaker believed that this would undermine the new streamlined process and believed that this motion should be rethought and that a SOP be written to address the problem and not a Constitutional amendment.

Speaker against the motion: Jason Hazell – RSL NSW Board

The speaker commented on the number of new members who had recently joined the league and the positive impact experienced by the sub-Branches. He raised the concern that this motion would slow down the process and become more bureaucratic.

Speaker against the motion: Matt Helm – City of Queanbeyan

The speaker believed this would offend some new members if they were questioned again on the legalities and qualification to become a member.

Results:

For:	21.79 %
Against:	78.21 %

Motion Lost

**8.26 Appendix B new Online Membership Applications
Proposer – Forster-Tuncurry**

That Appendix B of the RSL NSW Constitution be amended by adding new clauses after clause 8 to cover online membership applications to read:

(a) a new heading ***On-Line Membership Applications***

(b) new clause 9. *Where an application for membership is made on-line the applicant is applying to join ANZAC House unless another sub-Branch is nominated in which case ANZAC House would refer the application to the nominated sub-Branch.*

(c) new clause 10. *The nominated sub-Branch once advised by ANZAC House, would endeavour to contact the applicant by email or telephone and advise the applicant that the application to join the nominated sub-Branch is provisional for a period of three (3) months pending the applicant contacting the sub-Branch to finalise the application.*

(d) new clause 11. *If the applicant agrees to new clause 10, the nominated sub-Branch would advise ANZAC House if the applicant is accepted. Following which:*

- a. *ANZAC House would arrange for the members Card and Badge to be forwarded to the nominated sub-Branch for presentation to the member; or*
- b. *Should the member fail to make contact with the nominated sub-Branch within 3 months the nominated sub-Branch would refer the members file to ANZAC House where the application was first made for their dealing.*

The Chair noted that Foster-Tuncurry had given an apology and were not in attendance at the meeting.

Moved: Gary Berman - Bega

The speaker was against the way new memberships were being processed by ANZAC House without any consultation with the sub-Branch and that the sub-Branch had to contact the new members to insist they visited the sub-Branch.

Seconded: David Arnold - Boolaroo Spears Point

Speaker against the motion: Phillip Bridie – RSL NSW Board

The speaker highlighted the increase in members as discussed earlier and discussed the burden on the volunteers to process new applications, while ANZAC House was equipped to handle the volume while ensuring the security of the data. Previous delays in approving membership led to applicants losing interest. The applicants were advised of consequences following false declarations. He questioned why the sub-Branches weren't proactively reaching out to new members inviting them to meetings, BBQs or events planned and making them feel welcome.

Speaker against the motion: Brian Willey – Lower North Coast DC

The speaker is against the motion and again recommends that this matter be captured in a SOP and not a Constitutional amendment.

Speaker against the motion: Todd Vercoe – Bowraville & District

The speaker commented that several veterans experienced mental health issues and applying for membership would have been a big step for them, pushing them into a corner insisting they visited a sub-Branch could easily see them turning away.

Right of reply: Gary Berman - Bega

The speaker advised that they were not objecting to the online process but believed that it would be a courtesy from ANZAC House to inform them of any new members.

Results:

For:	23.91 %
Against:	76.09 %

Motion Lost

Close

RJ advised that the draft minutes would be available on the website by 22 November 2022.

RJ thanked Cumberland sub-Branch for their donation of \$2m towards the strategic plan.

RJ thanked Catherine McGregor for her role as MC.

The meeting was declared closed at 5:10PM.

Confirmed

Chair

Date