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Charter

**AGM Agenda Committee**

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# Purpose

The AGM Agenda Committee (**Committee**) of the Board of RSL NSW (**Board)** has been established in accordance with the RSL NSW Constitution (**Constitution**). The Scope of the Committee’s responsibilities is set out in Annexure A.

# Powers of the Committee

2.1 The Board delegates to the Committee the powers and authority set out in this Charter (**Charter**). The Board may make other delegations to the Committee from time to time. This delegation does not:

a) relieve the Board of its responsibilities for these matters;

b) preclude the Board from exercising power or authority in relation to a matter that is within the Committee’s delegated authority, if the Board so decides.

2.2 The Committee must exercise the powers delegated to it in accordance with any directions, strategies, objectives or policies of the Board. Recommendations of the Committee shall not be binding on RSL NSW unless the recommendations are approved by the Board.

2.3 The Committee, in performing its functions, may:

1. request any employee of the RSL NSW to attend a meeting of the Committee;
2. to the extent permitted by law, access any document, report, material or information in the possession of an employee or external adviser of RSL NSW;
3. have unlimited access to both the internal and external auditors and to senior management of RSL NSW;
4. through the CEO, obtain reasonable independent professional advice to assist it in the proper exercise of its powers and responsibilities, with the cost to be borne by RSL NSW;
5. sub-delegate to such persons (or categories of persons) as the Committee determines from time to time, the authority to execute, implement and/or finalise any matter that has been approved by the Committee pursuant to this Charter, on terms and conditions substantially in accordance with the Committee’s approval; and
6. meet any reasonable travel, accommodation or out of pocket expenses incurred by Committee members in attending Committee meetings in accordance with any relevant travel policy.

2.4 Such members of the RSL NSW Executive or persons nominated by any member of the RSL NSW Executive, will have direct access to the Committee as needed.

2.5 The responsible RSL NSW Executive for the Committee is the State Secretary (**Responsible Executive**).

2.6 This Charter supersedes the Charter approved by the Board on 25 March 2020.

# Composition

3.1 The Committee comprises up to five (5) members including:

a) no less than/at least 4 Directors of RSL NSW;

b) an independent observer from the District Presidents’ Council appointed by the Board from time to time.

3.2 The Committee Chair is elected by the members of the Committee annually at the Committee’s first meeting held after the AGM of RSL NSW (**Committee Chair**). Any member of the Committee may be elected as the Committee Chair.

3.3 The Secretary of the Committee is the Company Secretary, or another person nominated by the Committee Chair (**Committee Secretary**).

3.4 The Board may appoint and may remove any member from the Committee at any time with or without cause, including the Committee Chair. If the Chair is removed by the Board, the Committee will elect another member at the next Committee meeting.

3.5 The Committee may invite other people to attend Committee meetings, as it considers necessary, and from time to time request presentations from internal and external advisers at its meetings.

3.6 Where they are not already members of the Committee, the RSL NSW President and the RSL NSW Board Chair can attend any Committee Meeting by providing reasonable notice to the CEO of RSL NSW. Attendance at the Committee Meeting pursuant to this clause does not entitle either the RSL NSW President or the RSL NSW Board Chair to vote at the Committee Meeting.

3.7 The Responsible Executive, Company Secretary, State Secretary and CEO may attend all meetings of the Committee, other than those meetings or parts of Committee meetings which are deemed by the Committee Chair to be closed to management.

# Quorum

At least fifty percent plus one of the members of the Committee, present in person or by using any technology, will constitute a quorum. The quorum must be present at all times during the meeting.

# 5. Committee Papers

Unless directed by the Chair, the Committee Secretary will distribute in advance of a meeting of the Committee an agenda and any related papers to:

1. each member of the Committee;
2. the Responsible Executive and such other members of the management team nominated by the Responsible Executive from time to time;
3. the external auditors; and
4. if requested, to any Board Director.

# 6. Minutes

6.1 The Committee Secretary will prepare minutes of meetings and have them approved by the Committee Chair.

6.2 Minutes of meetings shall be submitted to the next meeting of the Committee.

6.3 Minutes signed by the Committee Chair shall be conclusive evidence of the matters recorded in such minutes.

# 7. Meetings

7.1 The Committee will meet once per year, or more frequently as circumstances dictate.

7.2 Meetings may be face-to-face, or via telephone or video conference as considered appropriate by the Committee Chair.

7.3 The Committee Chair may call an unscheduled meeting of the Committee in their discretion.

# 8. Voting

8.1 Only Members of the Committee will have voting rights in relation to matters considered by the Committee.

8.2 Matters will be decided by consensus, or if a consensus cannot be reached, by a majority of votes from the members present.

# 9. Conflict

If any Committee member has a material personal interest in or an interest by way of a personal or other relationship to any matter being considered by the Committee, then that Committee member must give the Committee and the Company Secretary notice of that interest as soon as that member becomes aware of the interest. Such a notice must give details of the nature and extent of the interest and the relation of the interest to the affairs of RSL NSW.

# 10. Committee Review

10.1 The Committee will review its performance every two years including to consider whether it is performing effectively and has met the terms of this Charter and will report the outcome of the review to the Board.

* 1. The Chair of the Board must be present at any Committee review and if the Chair of the Board is on the Committee, a Director nominated by the Company Secretary.

# 11. Charter Review and Amendment

* 1. The Committee will review this Charter at least every two years to ensure it remains current to the needs and structure of RSL NSW and recommend amendments to the Board for approval.

11.2 This Charter may only be amended by a resolution of the Board.

# 12. Reporting and Accountability

12.1 The Committee is accountable to the Board for the exercise of the Committee’s responsibilities and delegated authority under this Charter. The Committee will:

1. submit copies of its minutes to the Board for noting;
2. report to the Board on the exercise by the Committee of its authority;
3. through the Committee Chair, provide updates and make recommendations to the Board on matters that are within the scope of this Charter; and
4. through the Committee Chair, promptly bring to the attention of the Board any matters before the Committee that may materially impact the financial condition, risk profile or affairs of RSL NSW, or any material non-compliance with applicable laws.

12.2 The Committee may at any time, through the Committee Chair, refer any matter that is before the Committee to the Board for consideration (even if that matter falls within the Committee’s authority under this Charter to approve).

# 13. Definitions

| **TERM** | **DEFINITION** |
| --- | --- |
| **Board** | The Board of RSL NSW |
| **Charter** | This document, outlining the purpose, scope, responsibilities, and composition of the **Committee** |
| **Committee** | AGM Agenda Committee |
| **Committee Chair** | A person elected by the members of the **Committee** annually |
| **Committee Secretary** | The Company Secretary, or another person nominated by the Company Secretary |
| **Constitution** | The RSL NSW Constitution |
| **Responsible Executive** | RSL NSW’s State Secretary |

# 14. Document Governance

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| **CODE DOCUMENT NAME** | | |
| Associated written directions: | * [RSL NSW Constitution 2019, as amended 2022](https://assets.rslnsw.org.au/wp-content/uploads/2022/12/21090549/RSL-NSW-Constitution_2022-AGM-Amendments_To-Be-Endorsed-2023.pdf) | |
| Related legislation: | * [ACNC Governance Standards](https://www.acnc.gov.au/for-charities/manage-your-charity/governance-hub/governance-standards) * [RSL NSW Act 2018 (NSW)](https://legislation.nsw.gov.au/view/whole/html/inforce/current/act-2018-048) * [RSL NSW Constitution 2019, as amended 2022](https://assets.rslnsw.org.au/wp-content/uploads/2022/12/21090549/RSL-NSW-Constitution_2022-AGM-Amendments_To-Be-Endorsed-2023.pdf) * [NSW Charitable Fundraising Act, 1991 (NSW)](https://legislation.nsw.gov.au/view/html/inforce/current/act-1991-069) * [NSW Charitable Fundraising Regulation 2021 (NSW)](https://legislation.nsw.gov.au/view/html/inforce/current/sl-2021-0272) * [Corporations Act 2001 (Cth)](https://www.legislation.gov.au/Details/C2019C00216) * [Charities Act 2013 (Cth)](https://www.legislation.gov.au/Details/C2013A00100) * [ACNC Act 2012 (Cth)](https://www.legislation.gov.au/Details/C2021C00415) * [ACNC Regulation 2013 (Cth)](https://www.legislation.gov.au/Details/F2021C01158) | |
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# ANNEXURE A – COMMITTEE SCOPE

The Committee’s responsibilities, as set out in Appendix C of the Constitution, are to consider matters and motions from the Board, District Presidents’ Council, District Councils and sub-Branches, for inclusion on any General Meeting (as defined in the RSL NSW Constitution) agenda.

In discharging its responsibilities, the Committee:

1. may revise any motion/s submitted for inclusion in the General Meeting agenda provided the revision does not change the substance or intent of the motion.
2. will not approve motions deemed to be ruled out of order or irrelevant under clause 3 of Appendix C of the Constitution and this Charter for inclusion in the agenda. Such items or motions will be returned to the originator(s) with an explanation.
3. will not approve motions submitted by sub-Branches, District Councils or the Board for inclusion in the General Meeting agenda that do not include a brief supporting argument, pursuant to clause 2 of Appendix C of the Constitution.
4. may summarise the supporting argument of a motion to be included in the General Meeting agenda as the Committee deems appropriate.
5. will include in the General Meeting agenda for confirmation by the meeting, all resolutions from RSL National Congress and RSL National Executive amending the National Constitution and requiring the Constitution to be amended and subsequently adopted by the Board.
6. will group any motions referred to in clause 5 above in the *Constitution* section of the General Meeting agenda, with special comment if required and showing the Board as sponsor of the motion.
7. will be set aside in a special section of the General Meeting agenda and marked with the applicable Standing Policy reference number any motions which are covered by RSL National Standing Policy or RSL NSW Standing Policies. Such motions will only require confirmation of those Delegates in attendance at the General Meeting.
8. may refer any motion for action to the Board as the Committee considers appropriate, with the exception of motions set out in clause 2 above.
9. will group together motions of similar content or intention into one common motion under the names of the originators.
10. will list all motions in the General Meeting agenda under the name of the originating sub-Branch and District Council.
11. will mark as 'UNENDORSED' all sub-Branch motions which are not endorsed by the relevant District Council. Delegates must determine whether to hear the motion or not.
12. will only permit the inclusion on the General Meeting agenda of motions originating from sub-Branches, District Councils and the Board.
13. will not permit the inclusion of matters in the General Meeting agenda which seek the opinion of Delegates unless, where possible, the matter has been circulated to sub-Branches or published in Reveille prior to the General Meeting, with full details and requirements of the reasons for seeking the opinion.
14. will only consider motions submitted by the closing date set out in clause 2 of Appendix C of the Constitution.
15. Will list and group motions and other details, as required by the Constitution and this Charter, in the General Meeting agenda in the following order of business:
    1. Standing Motions
    2. ANZAC House Motions
    3. Veteran Policy Motions
    4. Constitutional Amendments