

OF THE RETURNED & SERVICES LEAGUE OF AUSTRALIA (QUEENSLAND BRANCH)  
ANNUAL GENERAL MEETING HELD AT ROYAL INTERNATIONAL CONVENTION CENTRE, BRISBANE

22 JUNE 2019

**1. ANNUAL GENERAL MEETING COMMENCES**

The Company Secretary, Leah Coogans announced that in accordance with the Notice distributed on 21 March, the 2019 AGM for the Returned & Services League of Australia (Queensland Branch) was commenced at 0850.

**2. ROLL CALL**

<b>Board of Directors</b>			
Tony Ferris	John Strachan OAM	Ewan Cameron	Merv Brown OAM
Peter Sterling	Pat Fairon	Les Nash	Bill Whitburn OAM
Barry Vains OAM	Wendy Taylor	Ian Hall	Max Foot OAM
Don Davey			
<b>Sub-Branches</b>			
Agnes Water/1770	Allora	Ashgrove District	Atherton
Babinda	Banyo	Bardon	Bayside South
Beachmere	Beaudesert	Beenleigh & District	Beerwah & District
Blackall	Blackbutt	Bowen	Boyne-Tannum
Bray Park-Strathpine	Bribie Island	Bulimba District	Bundaberg
Burleigh Heads	Burrum District	Caboolture-Morayfield and District	Cairns and District Ex-Servicewomen
Cairns	Caloundra	Canungra	Capricornia & Rockhampton Region
Centenary Suburbs	Charleville	Chinchilla	City-New Farm
Clayfield-Toombul	Clermont	Clifton	Cooktown
Coolum-Peregian	Cooroy-Pomona	Coorparoo & Districts	Crows Nest
Cunnamulla	Currumbin/Palm Beach	Darra and District	Dayboro
Deception Bay	Defence Service Nurses	Djuan & District	Edge Hill/Cairns West
Emerald	Esk	Ex-Servicewomens	Farleigh and Northern Beaches
Forest Lake	Gatton	Gayndah	Gaythorne
Geebung Zillmere Bald Hills Aspley	Gemfields	Gin Gin	Gladstone
Glasshouse Country	Goodna	Goombungee	Goondiwindi
Gordonvale	Gracemere & District	Grantham-Ma Ma Creek	Greenbank
Harlaxton	Helidon	Herbert River	Hervey Bay
Highfields	Home Hill	Hughenden	Innisfail

Ipswich Railway	Ipswich	Isis	Kalbar
Kawana Waters	Kedron-Wavell	Kenmore/Moggill	Kilcoy
Killarney	Kingaroy-Memerambi	Kooralbyn Valley	Kuttabal
Leyburn	Logan Village	Longreach	Lowood
Mackay	Macleay Island	Magnetic Island	Malanda
Maleny	Manly-Lota	Mapleton	Marian
Maroochydore	Mary Valley	Maryborough	Meandarra/ Glenmorgan
Miles	Mitchell	Monto	Moranbah
Mossman	Mount Isa	Moura	Mt Molloy
Mt Perry	Mudgeeraba-Robina	Mudjimba	Murgon
Nambour	Nanango	National Servicemens	Nerang
North Gold Coast	Nundah-Northgate	Oakey	Orchid Beach/Fraser Island
Palmwoods & District	Pine Rivers District	Pittsworth	Proserpine
Proston	Rainbow Beach	Ravenshoe	Redbank Plains
Redbank	Redcliffe	Redlands	Rollingstone
Roma	Rosewood	Runaway Bay	Salisbury
Samford	Sandgate	Sarina	Seaforth
Sherwood-Indooroopilly	Southport	Springwood Tri- Service	St George
St Helens	Stanthorpe	Stephens	Sunnybank
Surat	Surfers Paradise	Tamborine Mountain	Tara
Taroom	Tewantin/Noosa	The Gap	Thuringowa
Tiaro	Tin Can Bay	Toogoolawah	Toogoom & District
Toowong	Toowoomba United	Townsville	Tramways
Tully	Tweed Heads & Coolangatta	Walkerston - Pleystowe	Wallangarra
Warwick	Weipa	Wondai	Woodford
Woodgate Beach	Wowan	Wynnum	Yandina/Eumundi
Yarrabah	Yarraman	Yeppoon	Yeronga Dutton Park
			Yeronga

It was confirmed that 193 attendees were entitled to vote.

### 3. APOLOGIES

Barcaldine	Bell	Biggenden	Biloela
Boonah	Calliope	Cardwell	Dalby
Edmonton	Emu Park	Gympie	Hellenic
Herberton	Holland Park - Mt Gravatt	Injune	Jandowae
Jimboomba	Kenilworth	Kuranda	Laidley
Logan & District	Mareeba	Millmerran	Morven
Mundubbera	Quilpie	Russell Island	Wandoan

**Motion:** "That the apologies be accepted".

**Moved:** Rollingsstone.

**Seconded:** Townsville.

**Motion carried.**

**4. OTHER RSL OFFICIALS AND STATE COUNCILLORS, VIPs, MINISTERS, MPs, DEPARTMENTAL AND SERVICE COMMANDERS**

Tracy Bishop	Simon Button	Marina Cameron	Leah Coogans
Scott Denner	Maria Forgione	Joy Murray	Luke Traini
Peter Aspinall AM	The Honourable Darren Chester MP	Liz Cosson AM CSC	Ray DeVere MC OAM
John McCourt	Shane Neumann MP	Dr Robert Webster OAM	

**5. TESTING OF VOTING EQUIPMENT**

The Company Secretary provided an overview of housekeeping matters including:

- RSL Queensland must comply with ACNC Governance Standards. She drew particular attention to Standards 2 and 5.
- The Chair's ruling of matters relating to the order of business, procedure and conduct of the General Meeting would be final and there would be no acceptance of dissent from the ruling of the Chair, in accordance with Clause 6.18 of the RSL Queensland Constitution.
- The Constitution and By-laws would be strictly enforced.
- The conditions of the Congress were outlined in the Delegate Information Packs supplied.

The electronic voting equipment was successfully tested.

The Company Secretary returned the Chair to State President, Tony Ferris.

**6. APPOINTMENT OF RETURNING OFFICERS AND SCRUTINEERS**

**Motion:** "That the independent auditor for the Returned & Services League of Australia (Queensland Branch), Mr Anthony Whyte of BDO, be appointed as the Returning Officer and for State President of RSL Victoria, Dr Robert Webster OAM and State President of RSL WA Peter Aspinall AM to act as Scrutineers for the 2019 AGM".

**Moved:** Gordonvale.

**Seconded:** Yeppoon.

**Motion carried.**

**7. ACCEPTANCE OF THE MINUTES OF THE 2018 ANNUAL GENERAL MEETING**

**Motion:** "That the draft minutes of the 2018 Annual General Meeting be accepted as a true and accurate record of that meeting".

**Moved:** RSL Queensland Board.

**Seconded:** Bundaberg.

**Motion carried.**

**8. PRESENTATION AND ADOPTION OF THE STATE PRESIDENT (CHAIR OF RSL QUEENSLAND BOARD) 2018 ANNUAL REPORT**

**Motion:** "That the Annual Report of the State President (Chair) of the Returned & Services League of Australia (Queensland Branch) for 2018 be adopted."

**Moved:** RSL Queensland Board.

**Seconded:** Yeronga Dutton Park.

**Motion carried.**

A point of order was raised from the floor: Only 192 votes had been received for the motion. The Returning Officer confirmed this was the case, but it was acknowledged by the meeting that the casting of a single vote would not have affected the final outcome.

**9. RECEIVING THE AUDITOR'S REPORT ON THE FINANCIAL AFFAIRS OF THE RETURNED AND SERVICES LEAGUE OF AUSTRALIA (QUEENSLAND BRANCH) FOR THE YEAR ENDING 31 DECEMBER 2018**

**Motion:** "That the auditor's report on the financial affairs of the Returned & Services League of Australia (Queensland Branch) for the year ended 31 December 2018 be received."

**Moved:** RSL Queensland Board.

**Seconded:** Magnetic Island.

**Motion carried.**

**10. PRESENTATION & ADOPTION OF THE AUDITED FINANCIAL STATEMENTS**

**Motion:** "That the audited financial statements of the Returned & Services League of Australia (Queensland Branch) for the year ending 31 December 2018 be adopted."

**Moved:** RSL Queensland Board.

**Seconded:** Yeppoon.

The following questions were received from the floor:

Question from Peter Kinsella - Manly Lota: An explanation was requested about the \$5m Impairment of Property line item on Page 19 of the Financial Statements.

Response from Joy Murray CFO: The \$5m expense on the Consolidated Statement of Profit and Loss relates to a provision made for the Warhaven property in Cairns. Valuations had been sought, and the asset had been written down accordingly.

Question from Peter Kinsella - Manly Lota: An explanation was requested about the accounting treatment of motor vehicles. He noted his understanding the RSL Queensland vehicles were leased.

Response from Joy Murray CFO: It was confirmed that there had been sale and leaseback of several vehicles. Those vehicles coming to the end of their useful life had been retained on the books and had continued to depreciate.

Question from Helen Blackburn - Bundaberg: It was noted that Intangible Assets had increased by \$0.2m year on year. Clarification was sought on the nature of the intangible assets.

Response from Joy Murray CFO: Since 2016, RSL Queensland had been investing in technology assets, in particular, the Lotteries operating system. This work has continued through 2018. There had also been investment in the ERP business support systems (payroll, talent). The intangible assets related to these investments in technology. These assets would be converted to capital on completion of the projects, and would be entered as property, plant and equipment in the 2019 accounts.

Question from Alan Hanson - Clayfield Toombul: It was noted that buildings and property were being held at cost. He asked if there was any intention to value buildings at market rates.

Response from Joy Murray CFO: RSL Queensland had recently received values on all RSL Queensland properties. The intention was to restate property values in accordance with those valuations in the 2019 accounts.

The State President called for a vote on the motion.

**Motion carried.**

## 11. APPOINTMENT OF AUDITOR

**Motion:** "That PricewaterhouseCoopers be appointed as external auditor for the Returned & Services League of Australia (Queensland Branch) Group, comprising RSL Queensland and its Related Bodies Corporate."

**Moved:** RSL Queensland Board

**Seconded:** Ex-Servicewomens

**Motion carried.**

**12. MOTIONS FROM STATE BRANCH, DISTRICT AND SUB BRANCHES**

The Company Secretary confirmed that the Notices of Motion had been received in accordance with the Constitution.

**12.1 ADOPTION OF THE DRAFT RSL QUEENSLAND CONSTITUTION 2019**

It was noted that this motion must be passed by a two thirds majority. Any abstention would be counted as a vote in the negative.

**Motion:** "That the draft Returned & Services League of Australia (Queensland Branch) Constitution 2019 be adopted. And that the Board be empowered to do all things necessary and expedient to give effect to the adoption of the new Constitution, including, if necessary, by securing the approval of relevant government departments and by effecting minor corrective and administrative changes to the Constitution as approved."

**Moved:** RSL Queensland Board

**Seconded:** Redcliffe

The following statements were made from the floor:

Steven Robinson - Gracemere & District: He noted that the 2015 Constitution required voting to be conducted by a show of hands. He sought confirmation that the use of electronic voting was allowable.

The Company Secretary reviewed the Constitution but was unable to locate a clause which spoke directly to the use of electronic devices.

Response from State President: He asked the delegates whether they would like to move to a show of hands. The majority of delegates did not want to move to voting by a show of hands.

George Royce - Greenbank: He advised that although the changes to the Constitution had been available on the RSL Queensland website since February 2019, not every member had access to a computer. Not every member would be in a position to visit the Sub Branch to review.

Response from State President: It had been communicated to members that if there was no access to a computer, a District Secretary could provide a copy.

Ken Golden - North Gold Coast: Requested a discussion prior to a vote.

Response from State President: Invited further questions/comments on the motion.

John Welch - Maroochydore: Maroochydore RSL objected to the motion, noting that the draft constitution would take away the power of their Board to run their sub branch affairs. They could not buy or sell their property or assets. They could not borrow money. They could not amend their own constitution. All of this would require the approval of RSL Queensland. RSL Queensland could shut the sub branch down and in doing so could take all of their property and assets. The draft constitution would remove the right of all sub branches to run their own affairs.

Response from Les Nash - Moreton District: Spoke for the motion advising that the constitution had been put together by a team which had considered over 100 submissions from Sub Branches and individuals. The restrictions on buying and selling had not changed from the current constitution. He also noted that Clause 6.34 of the current constitution allowed technology to be used at meetings.

Peter Kinsella - Manly Lota: Advised that he was against the motion. Most Sub Branches came under the Association and Corporation Act 1981 and the Association Incorporate Regulations 1999. The preamble stated that the branches were the ones that would run their business, not State RSL. The authority to do that was in the Act itself.

Response from State President: Article 77, paragraph b in the Act states that Sub Branches must report to a higher authority. This is the clause that applies to this constitution.

Peter Kinsella - Manly Lota: An Officer of State had visited his branch and advised that hypothetically, if there was a fault in the constitution, a by-law would be moved to overcome it. Peter Kinsella advised that By-laws could not be used to rectify a constitution. State officers had also advised that in the event of a liquidation, State would not take funds unless they were owed to State, which was in contradiction of what was stated in the draft constitution.

The State President called for a vote on the motion.

The first vote was declared void due to a delegate withdrawing as the vote was closing.

Ray Tuck - Mackay: raised a point of order: He noted his concern that the electronic voting device had indicated the voting was complete, although it had been declared that there was a vote outstanding.

Response from State President: The Returning Officer (overseen by two scrutineers) had determined that one vote had not been received in the due time. The vote had been declared ineligible.

The State President called for a second vote on the motion.

### **Motion defeated**

Paul Lancaster - Yeppoon: sought clarification that the motion had been defeated noting that 66% must vote in favour.

Response from the Company Secretary: The Constitution stated that "two-thirds" of the vote must be in favour. This was 66.67%, equating to 129 votes. This figure had not been reached.

The State President and delegates acknowledged the work of the League Members who had given their time over the last 12 months to write the draft Constitution. The State President asked that those who had voted against the motion provide feedback on their reasons for doing so.

**12.2 MOTION FROM YARRAMAN RSL SUB BRANCH**

Given the defeat of the previous motion, under By-law 2.7, the following motion was not debated.

**Motion:** "That the two appointed Directors referenced in the 2019 Constitution (section 11.2 (f)) be current Service or Life Members where possible under the required criteria."

The meeting was adjourned for morning tea at 1005 and was reconvened at 1031.

**13. BALLOT FOR THE ELECTION OF THE STATE VICE-PRESIDENT/VICE CHAIR**

The Company Secretary confirmed that all nominations had been received in accordance with the requirement of the RSL Queensland constitution and in the form required under By-law 3. She confirmed that the order of the ballot had been drawn by lot during a meeting of the Board of RSL Queensland as required under By-law 3.7. She also confirmed that Bill Whitburn OAM had not been present in the room during this process.

The President and the delegates acknowledged the contribution of the outgoing State Vice-President, Ewan Cameron.

The following nominees addressed the delegates at the invitation of the State President:

- Mr Kelly Gallagher AM
- Mr Bill Whitburn OAM
- Mr Gerry Braganza

The State President called for the vote.

**19. Announcement of the State Vice-President/Vice Chair**

The Returning Officer Anthony Whyte provided the State President with the outcome of the vote.

The State President declared Bill Whitburn OAM was the new State Vice-President/Vice Chair.

**20. DESTRUCTION OF VOTING INFORMATION**

**Motion:** "That the form authorising the destruction of voting data be signed."

**Moved:** RSL Queensland Board.

**Seconded:** Townsville.

**Motion carried.**

The Returning Officer confirmed that all voting data had been destroyed.

**21. CONFIRMATION OF APPOINTMENT OF DIRECTORS TO RSL QUEENSLAND**

**Motion:** "That the meeting confirm the appointment of the following members as Directors of RSL Queensland:

State President/Chair Tony Ferris



State Deputy President/Deputy Chair John Strachan OAM  
State Vice President/Vice Chair Bill Whitburn OAM  
Merv Brown OAM, Brisbane North District President  
Peter Sterling, Far Northern District President  
Pat Fairon, Gold Coast District President  
Les Nash, Moreton District President  
Bill Whitburn OAM, North Queensland District President  
Barry Vains OAM, Pioneer-Fitzroy-Highlands District President  
Wendy Taylor, South Eastern District President  
Ian Hall, Sunshine Coast District President  
Max Foot OAM, Western District President  
Don Davey, Wide Bay District President"

**Moved:** Kingaroy.

**Seconded:** Magnetic Island.

**Motion carried.**

## 22. ANNUAL GENERAL MEETING CONCLUDES

The State President made the following closing remarks:

- Given the defeat of the motion to accept the draft Constitution, the Board would consider how best to proceed given and would report back to the membership in due course.
- He advised that he would now step away from the writing of the Constitution.

There being no other businesses the State President declared the meeting closed at 1053.