

## WHAT'S CHANGING IN THE DRAFT CONSTITUTION?



This document sets out some of the major changes in the draft Constitution which will be considered by the Members at State Congress 2020. A number of matters will be also be included in the proposed new By-Laws which are still in progress. A copy of the By-Laws will be uploaded to the Constitution website when available.

This document was updated to include the updates made to the Working Copy dated 21 February 2020. The changes are highlighted for ease of reference.

### Nature

| Position under current Constitution |   | Position under proposed Constitution |  |
|-------------------------------------|---|--------------------------------------|--|
| Clauses                             | Comment   | Clauses                              | Comment  |
| Clause 1.3                          | RSL Queensland can secede from the League if 75% of all Members vote in favour. | N/A                                  | There are no provisions specifically addressing secession from the League in the draft Constitution. |

### Objects

| Position under current Constitution |  | Position under proposed Constitution |   |
|-------------------------------------|--|--------------------------------------|---|
| Clauses                             | Comment  | Clauses                              | Comment   |
| Clauses 2.1, 2.2                    | RSL Queensland is established for the 8 Objects set out in clause 2.1 and may do the 9 powers in clause 2.2 which can be used in furtherance of the Objects. | Clauses 2.1, 2.2                     | RSL Queensland is established for the 10 Objects set out in clause 2.1(e)-(n) which are viewed through the purposes set out in clause 2.1(a)-(d) and may be do the 10 powers in clause 2.2 which can be used in furtherance of the Objects. |
|                                     |  | Clause 2.1(m)                        | New Object 2.1(m): to “support serving ADF members at home and abroad and actively assist them in their transition to civilian life, especially if they are detrimentally affected by their Defence   |

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|  |  |               | service". This Object is carried over from Object 4.1(g) of the RSL Australia Constitution.  |
|  |  | Clause 2.1(n) | New Object 2.1(n): to "support Australian Federal Police and State Police overseas veterans with appropriate assistance and encouragement to join the League". This Object is carried over from Object 4.1(h) of the RSL Australia Constitution. |
|  |  | Clause 2.2(i) | New power 2.2(i) relating to commercial, marketing and sponsorship activities is carried over from clause 4.1(n) of RSL Australia Constitution.  |

### Gift funds

| Position under proposed Constitution |  |
|--------------------------------------|--|
| Clauses                              | Comment  |
| Clause 9                             | RSL Queensland may establish gift funds which can receive gifts and/or donations of money or property for specific purposes consistent with the Objects. |

## Members and Membership

| Position under current Constitution                              |  | Position under proposed Constitution |   |
|--|--|--------------------------------------|---|
| Clauses  | Comment  | Clauses                              | Comment   |
| Clauses 3.2,3.3  | RSL Queensland may approve categories of non-voting and voting Members of Sub Branches in certain circumstances.   | Clause 3.3.3                         | The Board may establish categories of voting and non-voting Members in its discretion.  |
| Clause 3.5, By-law 1.01  | Eligibility for Service Membership is set out in the By-laws and requires a minimum of 6 months service, unless an exception applies.  | Clause 3.4                           | Eligibility for Service Membership is set out in the Constitution and current and former members of the Armed Forces of Australia, a country presently or formerly a member of the Commonwealth of Nations. A country or place presently or formerly a Crown Colony of the United Kingdom or the United States require a minimum of 1-day service. <b>This section reflects the position of RSL Australia regarding membership eligibility.</b> |
| RSL Australia By-law 2, items 6 and 7, RSL Queensland By-law 9.3 | The National Executive may award an Honorary Life Membership to a person who meets the requirements set out in by-law 2, item 6 of the RSL Australia By-Laws and by-law 9.3 and that person will have all the rights of a Service Member and will pay no member fees to the League | Clause 3.5                           | The Board may award an Honorary Life Membership to a person who meets the requirements set out in by-law 2, item 6 of the RSL Australia By-Laws   |
| Clauses 3.9, 3.12, By-law 1.04                                   | All applications other than for entry onto the Unattached List or the Miscellaneous List are considered at the relevant Sub-Branch meeting, with the applicant having a right of appeal to State Branch.   | Clauses 3.9, 3.11                    | Applications for membership are made to the relevant Sub-Branch. The Sub-Branch must review the application and make a recommendation to the Board. The Board will consider the application and the Board's decision is final.  |
| Clause 3.12  | The Board considers applications for entry onto the Unattached List of Members or the Miscellaneous List of Members.   | Clause 3.7.2, 3.11.3                 | The Board can reject any application for membership, not just applications for entry onto the Unattached List or Miscellaneous List however the Board must inform the applicant of the grounds for rejecting the application and any rights to appeal.  |

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| <p>Clauses 4.3, 4.5, 4.6, 5.4</p> | <p>Members are required to pay their subscription fees in advance on 1 January in each year. All Member rights are suspended if a Member's subscription fee is not paid by 28 February each year and a notice of default will be issued to the Member. If the Member still fails to make payment for six months after the date of the notice of default, Membership may be terminated.</p> | <p>Clauses 4.3, 4.5, 4.6, 4.7, 4.9</p> | <p>Members are required to pay their subscription fees in advance on 1 January in each year. All Member rights are suspended if a Member's subscription fee is not paid by 1 January each year (including the right to vote at Annual General Meetings). A Member's rights may be reinstated if all outstanding subscriptions are paid before 30 April in any year. A notice of default will be issued to the Member if the subscription fee is still unpaid by 28 February of that year. If the Member's subscription fee is still unpaid by 30 April, Membership will be terminated.</p> |
| <p>Clauses 5.5, 5.6, 5.7</p>      | <p>If a Member engages in conduct unbecoming a Member, the Board may impose the sanctions set out in clause 5.5 after complying with the procedures in clauses 5.6 and 5.7.</p>  | <p>Clauses 5.4.1, 5.5, 5.6</p>         | <p>If a Member engages in conduct unbecoming a Member, the Board may impose the sanctions set out in clause 5.4.1. These sanctions have been reviewed in light of the sanctions in the RSL Australia Constitution. The Board must comply with the procedures set out in clauses 5.5 and 5.6.</p>   |

### Meetings of Members

| Position under current Constitution |  | Position under proposed Constitution |  |
|-------------------------------------|--|--------------------------------------|--|
| Clauses                             | Comment  | Clauses                              | Comment  |
| <p>Clause 6.1</p>                   | <p>The Board must convene an AGM at least once per calendar year.</p>  | <p>Clause 11.2</p>                   | <p>The Board must convene the AGM within 6 months of the end of each RSL Queensland Financial Year (31 December).</p>  |
| <p>Clause 6.2</p>                   | <p>The following Members can call for a general meeting:</p> <ul style="list-style-type: none"> <li>• the State Chair</li> <li>• 75% of the Board</li> </ul> <p>10% of Sub-Branches in a District.</p> | <p>Clause 11.3.1</p>                 | <p>The following Members can call for a general meeting:</p> <ul style="list-style-type: none"> <li>• the State President</li> <li>• 2/3 of the Board</li> <li>• 2/3 of the District Presidents</li> </ul> |

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|                        |  |                | 2/3 of Sub-Branches.  |
|                        |  | Clause 11.3.3  | The Board is not required to convene a general meeting if one is called within 4 months of an AGM and where the reasons for which the general meeting was to be called would be addressed at the AGM. |
| Clause 6.34            | Sub-Branches must consent for any technology to be used to hold a general meeting.   | Clause 10.13   | RSL Queensland may use any technology that gives attendees a reasonable opportunity to participate in a general meeting.  |
| Clause 6.36            | The Board may convene a general meeting of Members to be conducted by postal ballot or other communication method to resolve any urgent matter of a specific nature, subject to reasonable notice being given to all Districts and Sub-Branches. | Clause 11.5    | <b>Circulating resolutions shall not be used for resolutions at a General Meeting.</b>  |
| Clauses 6.9, 6.10      | A quorum at a general meeting is Delegates representing 25% of Sub-Branches and must be reached within half an hour of the meeting time or the meeting must be adjourned.  | Clause 11.14.1 | A quorum at a general meeting is Delegates representing half of the Sub-Branches and must be reached within 2 hours of the meeting time or the meeting must be adjourned.                             |
| Clause 8.9, By-law 4.9 | RSL Queensland will pay reasonable accommodation and travelling expenses as set out in the By-laws for Delegates attending an AGM.   | Clause 11.17   | RSL Queensland will pay reasonable accommodation and travelling expenses as provided for in any By-laws for one Delegate for each Sub Branch attending the AGM or a General Meeting.                  |

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## Board

| Position under current Constitution    |  | Position under proposed Constitution |  |
|--|--|--------------------------------------|--|
| Clauses                                | Comment  | Clauses                              | Comment  |
| Clauses 9.1, 9.2                       | The Board is made up of the Chair, the Deputy Chair, the Vice Chair, the District Presidents and, where so appointed, up to 3 Appointed Directors appointed by the Board.  | Clause 12.2                          | The Board is made up the State President, the Deputy President, the Vice President, the Chair of the State Council of District Presidents, 4 Directors elected by the Members and, where so appointed, up to 2 Appointed Directors appointed by the Board.   |
| Clause 12                              | Any 5 Directors or the Chair may call a Board meeting, no minimum number of meetings required per year.  | Clause 12.4                          | The Board must meet at least 6 times per year, additional meetings can be called by the State President or 3 or more Directors.  |
| Clause 9.6.1, By-law 3.02, By-law 3.04 | All Executive Officers (Chair, Deputy Chair, Vice Chair) must be Service or Life Members. When an Executive Officer position becomes open, nominations are called from the Sub-Branches. Members will vote at State Congress by secret ballot. | Clauses 12.2.2, 12.6-12.9            | All Executive Directors (State President, Deputy President, Vice President) must be Service or Life Members and must satisfy the qualifications specified by the Board as to the background, skills and/or expertise which are necessary or prudent to enhance the ability of the Board to properly perform its role and to discharge its legal duties and responsibilities. When an Executive Director position becomes open, nominations are called from Sub-Branches. Any nominations must be proposed and seconded by two different Service or Life Members. Members will vote at State Congress. An Executive Director holds office for 3 years and may stand for no more than 3 consecutive terms. |
| Clause 9.6.2                           | A person is only eligible for election as a Director of RSL Queensland (not an Executive Officer and not as an Appointed Director) if they are a District President.   | Clauses 12.2.2, 12.7-12.9            | The 4 Directors elected by the Membership must be Service or Life Members, must not be members of the State Council of District Presidents and must satisfy the qualifications specified by the Board as to the background, skills and/or expertise which are necessary or prudent to enhance the ability of the Board to  |

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|                             |   |                       | properly perform its role and to discharge its legal duties and responsibilities. When a Director position becomes open, nominations are called from Sub-Branches. Any nominations must be proposed and seconded by two different Service or Life Members. Members will vote at State Congress. A Director holds office for 3 years and may stand for no more than 3 consecutive terms.   |
| Clause 9.2, By-law 5        | The Board may appoint up to 3 Appointed Directors for such term or period of tenure as determined by the Board. The process by which these Appointed Directors are appointed is determined by the Legislative and Awards Committee acting as the Nominations Committee. The Board must request an independent industry expert to undertake an analysis of the skills gap and then the Board must use that information to seek nominations from Members. | Clauses 12.3.2, 12.14 | The Board may appoint up to 2 Appointed Directors for a maximum of 3 years if the Board considers them to be persons whose background, skills and/or expertise are necessary or prudent to enhance the ability of the Board to properly perform its role and to discharge its legal duties and responsibilities. The Board must seek any Appointed Directors from any suitably qualified members from the Service Members and Life Members of RSL Queensland in the first instance. If the appointments are unable to be identified from the Members, then the Board may seek non-members to fulfil the required positions. |
| Clause 10.4                 | The Board may approve reimbursement of Director expenses which are reasonably and properly incurred.  | Clause 12.26.3        | The Directors may be reimbursed for expenses reasonably and properly incurred in connection with RSL Queensland business and will otherwise be equipped with the resources necessary to discharge their duties and as otherwise approved by the Delegates at AGM.   |
| Clause 13.1                 | The representatives to the National League Board are the Chair, Deputy Chair or other person appointed by the Board.  | Clause 11.20          | The representative to the RSL Australia Board is the State President. The Board will also appoint a Board Member as an alternate delegate. Both the State President and the alternate delegate will represent RSL Queensland at the RSL Australia National Conference.  |
| Clauses 12.29, 12.30, 12.31 | The Board may, by ordinary resolution, stand down a Director if the Director's conduct is detrimental to the interests of the League. The Board must first provide full particulars of the  | Clause 12.21          | The Board may, by special resolution, stand down a Director or a Member appointed to a Committee constituted by the Board or cancel the Director's or Member's membership if the person   |

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|              | conduct to the Director and allow the Director to submit evidence in her or her defence or submit representation in writing to the Board.   |                      | engages in the type of conduct set out in clause 12.21. The Board must first provide full particulars of the conduct to the Director and allow the Director to address the Board on these matters. The Members may, by special resolution, remove any or all Directors from office but may not remove the Board.   |
| Clause 10.1  | The Directors may be paid fees for the services. The amount of those fees is as determined by the Board.  | Clause 12.26         | The Directors may be paid fees for their services. The amount of those fees is as determined by the Members at State Congress.   |
| Clause 12.12 | The Chair is the chairperson of the Board meetings. If the Chair is not present within 20 minutes of the time of the meeting, the other Directors present must choose a Director to chair that meeting.   | Clause 12.30         | The State President is the chairperson of the Board meetings. If the State President is unavailable or unable to chair a meeting, the meeting will be chaired by the Deputy President, or the Vice President if both the State President and Deputy President are unavailable. If there is no Executive Director available to chair the meeting, the remaining Directors must, by ordinary resolution, appoint a chair who may only adjourn the meeting to a date when one of the Executive Directors is available.  |
| Clause 12.9  | A quorum at a Board meeting is 50% of the number of District Branches in existence.   | Clause 12.31         | A quorum at a Board meeting is at least half the number of Board members comprising the Board plus one.  |
| Clause 12.14 | A Director must disclose any financial or material interest in a contract or arrangement made or proposed to be made with RSL Queensland at the first Board meeting when the contract or arrangement is first considered and the disclosure and any method to manage the conflict must be recorded in the minutes. The conflicted Director may not participate in any votes relating to the relevant contract or arrangement. | Clauses 12.23, 12.24 | <p>A Director must disclose to the Board:</p> <ul style="list-style-type: none"> <li>any direct or indirect interest in a contract or proposed contract with RSL Queensland;</li> <li>any duties or interests which arise as a result of the Director holding office or property which may directly or indirectly conflict with the Director's duties or interests as a director of RSL Queensland.</li> </ul> <p>The conflicted Director may not be counted in a quorum, may not vote on any matter in which they have a personal interest nor be present when such matter is being considered.</p> |



## District Branches and Sub-Branches

| Position under current Constitution |   | Position under proposed Constitution |  |
|-------------------------------------|---|--------------------------------------|--|
| Clauses                             | Comment   | Clauses                              | Comment  |
| Clauses 14.1, 14.2                  | The Board may establish, amalgamate or abolish a District Branch or Sub-Branch.   | Clause 13.1.1                        | The Board may establish, amalgamate or dissolve a District Branch or Sub-Branch.   |
| Clause 14.3                         | Any District Branch or Sub-Branch must operate under the State Branch By-laws and any other relevant policies or directives of the Board.   | Clauses 13.1.2, 13.1.3, 13.4         | Upon establishment, the Board must issue a new District Branch or Sub-Branch with a Charter. All District Branches and Sub-Branches must adopt the model constitution as soon as practicable. If the model constitution is not adopted, the provisions of clauses 13.5-13.12 apply.  |
| Clauses 14.7, 14.8                  | A District Branch or Sub-Branch may only amend the State Branch By-laws and any other relevant policies or directives to deal with local issues unless they are incorporating and with the consent of State Branch. | Clause 13.3                          | A District Branch or Sub-Branch can amend the model constitution to deal with local issues with the consent of State Branch, whether or not the District Branch or Sub-Branch is incorporating.  |
|                                     |   | Clauses 13.10, 13.12                 | District Branches and Sub-Branches must seek the consent of State Branch before undertaking certain dealings such as purchasing or selling property, borrowing or raising money or amending their constitutions (full list at clause 13.12). Any proceeds of the sale of District Branch or Sub-Branch property must be used solely for the purposes of the promotion and fulfilment of Objects set out in its constitution and in clause 2 of the State Branch Constitution. The Board may intervene at any point in the process if a Sub-Branch or District Branch fails to comply with this clause. |

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|  |  | Clause 13.14   | The obligations of the District Branch or Sub-Branch on winding up, dissolution or withdrawal of Charter are set out in the State Branch constitution (clause 13.14), including the obligation to transfer all assets and property to State Branch. |
|  |  | Clause 12.16.1 | The Board may direct a District Branch or Sub-Branch to call a meeting of its Members.  |
|  |  | Clause 13.16.4 | After extensive consultation with Members, the Board may alter the boundaries, increase or decrease the number of District Branches to better manage and administer the affairs of RSL Queensland   |

### State Council of District Presidents

| Position under proposed Constitution |  |
|--------------------------------------|--|
| Clauses                              | Comment  |
| Clauses 14.1, 14.4                   | The State Council is established to formulate recommendations to the Board on matters concerning District and Sub Branches and Members including the matters set out in clause 14.4. <b>Clause headings have been added for clarity.</b>   |
| Clause 14.3                          | The State Council will be comprised of the District Presidents and must meet at least six times per year.  |
| Clause 14.5                          | The State Council may establish sub-committees to help it deliberate on and form recommendations to the Board on matters of importance to Members and their Sub Branches.  |
| Clause 14.6                          | The State Council may only report or make recommendations to the Board initially, however the Board has the power to delegate some of its responsibilities to sub-committees including the State Council. What is delegated to the State Council will be a matter for the Board, because the Board is ultimately responsible for the operations of RSL Queensland. |

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| Clauses<br>12.2.1(e), 14.7.4 | The District Presidents must elect one of their number to act as Chair of the State Council on terms and conditions as the State Council considers appropriate. The Chair of the State Council will sit on the Board as a Director. |
| Clause 13.8                  | At each meeting of the State Council, the Chair must report back to the State Council on all matters raised with the Board and the decisions of the Board, if any, on those matters.  |

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## Other Changes

| Position under current Constitution |  | Position under proposed Constitution |  |
|-------------------------------------|--|--------------------------------------|--|
| Clauses                             | Comment  | Clauses                              | Comment  |
| Clauses 26.4, 26.5                  | The Board may determine whether and on what terms the Members can inspect the books and records of State Branch.   | Clause 17.4                          | The Board must table the audited accounts of State Branch at State Congress. These accounts, once accepted at State Congress, will be treated as conclusive evidence of the matters contained in them except for any error or omission discovered within 3 months of the audited accounts being tabled.  |
| Clause 22                           | The Board may make, amend or repeal State Branch By-laws. The Members may amend or repeal any State Branch By-law at a general meeting or State Congress.  | Clause 20                            | The Board may amend, make or repeal State Branch By-laws by special resolution.  |
| Clause 27.3                         | Notices may be issued personally, by prepaid post, fax or email.   | Clause 21.1                          | Notices may be issued personally, by prepaid post or email.  |
| Clause 24.3                         | RSL Queensland may sign a document without affixing a seal if the document is signed by either two Directors or a Director and the CEO.  | Clauses 19.3, 19.4                   | The Board may appoint attorneys to sign documents on its behalf. RSL Queensland may sign a document without affixing a seal if the document is signed by any of the following: <ul style="list-style-type: none"> <li>• two Directors;</li> <li>• a Director and the CEO;</li> <li>• persons approved in writing by the Board; or</li> </ul> any attorney appointed by the Board for that purpose. |
| Clause 25                           | Upon the winding up or dissolution of RSL Queensland, any surplus assets will be transferred to the National League at first instance, unless the League does not have a similar or higher tax status than RSL Queensland, in which case the surplus | Clause 23                            | Clause 23 sets out how any surplus assets of RSL Queensland will be treated in the situations where RSL Queensland is endorsed as a deductible gift recipient, where any such endorsement is revoked or where RSL Queensland is not endorsed as a deductible gift recipient.   |

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|                          | assets will be transferred to another organisation with similar objects to RSL Queensland.   |     |  |
| Clauses 17, 29, By-law 6 | Provisions regarding the establishment or approval of Auxiliaries and the use of Auxiliary Badges are set out in the Constitution. | N/A | Provisions regarding the establishment or approval of Auxiliaries and the use of Auxiliary Badges are not included in the Constitution |
| Clause 21, By-law 7      | Provisions relating to the dispute resolution process are set out in the Constitution and the By-laws.                             | N/A | Provisions relating to the dispute resolution process are not included in the Constitution   |