

<p style="text-align: center;">MOTIONS FOR CONSIDERATION BY RSL NSW DELEGATES EXTRAORDINARY STATE CONGRESS</p>

1. That this Extraordinary State Congress resolves that all current elected and/or appointed members of State Council/the Board of RSL NSW be removed from office at the rising of this Extraordinary State Congress pursuant to sub-Clause 15.4 (f) of the RSL NSW Constitution.

Supporting argument

The current State Council/Board has now been in office for two years and has displayed an inability to take the League in the direction promised to and expected by the Members. The failure of the Board to present to the Members an acceptable new or amended Constitution that complies with both the requirements of the RSL NSW Act 2018 and still protects the autonomy and rights of individual sub-Branched. The recommendation by the Board to Government that fundraising should be suspended and the Boards ineptitude in failing to set in place procedures to restore it. Poor Governance displayed in effecting several critical changes to our By-Laws by employing Circular Motions. The Boards lack of fiscal transparency in failing to present Financial Reports on the RSL NSW website. The arbitrary cancellation of the State Congress scheduled for May 2019. The Boards apparent disregard for the Constitution and failure, in many instances, to act in accordance with it.

2. That this Extraordinary State Congress resolves that the RSL NSW Constitution can be amended sufficiently to maintain RSL NSW's entitlement to be registered as a charity, to keep its charitable status and to comply with the ongoing governance obligations and other requirements of the Australian Charities and Not-for-profit Commission.

Supporting argument

The RSL NSW endured an Enquiry under Justice Patricia Bergin into matters of Governance that resulted in the ACNC and NSW Department of Fair Trading challenging the operations of RSL NSW as a Charity.

In addition the NSW Parliament decided to create a new RSL NSW Act 2018 which was proclaimed as at 31 December 2018. The result of these changes has meant that the existing Constitution required some amendments to take into account the major changes:

- The State Council becomes a Board as of 31 December 2018;
- One member one vote;
- At least one but not more than two Independent Directors;
- Minimum three (3) directors and maximum ten (10) directors;
- ACNC and Department of Fair Trading regulations;
- Privacy Law; and
- Corporations Law.

This has meant some straight forward amendments eg.: "State Council" being amended to "The Board". It also meant some major amendments to take into account the appointment of at least one Independent Director, one member one vote and the changes to the laws viz: ACNC, Department of Fair Trading, Privacy Law and Corporations Law. The result of these amendments means that not only have we complied with the changes in the various laws but also kept the members of the sub-Branches in control as this is a grass roots organization.

The method of District representation, ie. three from Metropolitan, two each from Northern and Southern NSW, will allow the balance between Country and Metropolitan Districts to remain in place as is the case presently in that the other two (2) directors (President and Treasurer) will probably, but not necessarily, be from the Metropolitan District. The Independent Director is a result of the new RSL NSW Act.

With the change to "one member one vote" the numbers of members in the country areas is roughly the same as the number of members in the metropolitan areas (the figures are from the December 2016 statistics which are the latest that we could find).

3. That this Extraordinary State Congress approves the amendments to the RSL NSW Constitution set out in the document known generally as the "Rockdale Constitution", a copy of which can be viewed on www.fivedockrsl.org.au.

Supporting argument

It is important to understand the 2018 RSL NSW Act continues the existing Corporation which was constituted by the previous Act. Based on Ministerial advice RSL NSW is a private corporation governed by a Constitution, not by Legislation.

RSL NSW already has an enduring Constitution but in a few areas it needs to be brought up to date. So what changes to our governing rules are necessary?

Firstly, we need to make rule changes that give effect to certain provisions of the 2018 RSL NSW Act. And secondly, we need to introduce rules which acknowledge other Legislative and Regulatory requirements governing Corporations and Charitable entities like ours.

Amendments contained in the motion, if approved by the Members, will bring our governing rules up to date and keep RSL NSW compliant with relevant laws, as well as modern corporate and governance standards.

4. That this Extraordinary State Congress resolves that a caretaking committee be appointed to manage the affairs of RSL NSW, its entities and subsidiaries and other bodies controlled by RSL NSW until a Congressional election or Extraordinary Congressional election takes place and a new Board is elected to office.

Supporting argument

The RSL NSW cannot continue to operate without a State Council/Board. In the interim until elections are held for a new Board in terms of the Constitution approved in Motion 3 the approval of a Caretaker Committee by the members of RSL NSW is necessary.

5. That this Extraordinary State Congress resolves that the caretaking committee be known as the Caretaker Committee and that it take office at the rising of this Extraordinary State Congress and that the Caretaker Committee consist of the following service members:
- (a) Mr David Clarke, Five Dock RSL sub-Branch;
 - (b) Mr Douglas Clarke, Smithfield RSL sub-Branch;
 - (c) Mr Alan Lyons, Rockdale RSL sub-Branch;
 - (d) Mr Victor Danko, Mosman RSL sub-Branch; and
 - (e) Mr Michael McCrone, Singleton RSL sub-Branch.

Supporting argument

The RSL NSW cannot continue to operate without a State Council/Board. In the interim until elections are held for a new Board in terms of the Constitution approved in Motion 3 the approval of a Caretaker Committee by the members of RSL NSW is necessary to control and direct RSL NSW according to the wishes . The Caretaker Committee, if necessary, can use the expertise of other service members of RSL NSW where appropriate.

6. That this Extraordinary State Congress resolves that the Caretaker Committee be mandated to immediately pursue the following initiatives to be implemented by the next Annual State Congress or Extraordinary State Congress whichever is more appropriate:
- (a) Make immediate and ongoing representations to the NSW Government of the day to amend the RSL NSW Act 2018 No 48 to remove Part 2 Section 5 Paragraph (4) that legislates that service member has one vote in an election of the directors;
 - (b) Engage the necessary professional assistance to restore the ability for RSL NSW sub-Branches to fundraise in their local community;
 - (c) Re-establish the adherence to the RSL NSW Constitution and other statutory authorities by the provision of accurate and up to date annual financial accounts of RSL NSW and all RSL NSW entities under its control in a professional and timely manner including the change of Auditor if required."
 - (d) Establish a State Branch Tribunal pursuant to the RSL NSW Constitution Clause 9.1;
 - (e) Retain the most appropriate professional assistance permissible as Trustee of the Anzac House Trust to investigate and relocate to permanent accommodation for the League and others in accordance with the Anzac House Trust Deed.

Supporting argument.

With a Caretaker Committee replacing the Board (State Council) being appointed to manage the affairs of RSL NSW consequent to the action taken to remove the Board (State Council), it is necessary and appropriate that delegates direct the initiatives for action by the Caretaker Committee to ensure that the views of the members are given priority which will assist in restoring the trust of the members in the management processes, and ensure respect for the Constitution. It also ensures that the focus of the Caretaking Committee remains firmly fixed on the priorities required of them by the members.

7. That the Caretaker Committee provide RSL NSW sub-Branch members with updates to the progression of initiatives (a) to (e) contained within Motion 6 at monthly intervals after the rising of this Extra-ordinary State Congress.

Supporting argument

It is necessary and appropriate that the Caretaking Committee regularly and consistently provides updates to the members on the progress being achieved in implementing the initiatives contained in Motion 6.