

**EXPLANATORY MEMO REGARDING THE PROPOSED NEW RSL SA CONSTITUTION
TO BE CONSIDERED AT THE 2 DECEMBER 2022 EXTRAORDINARY SUB-BRANCH
CONFERENCE**

New Clause	Changes
2.1.	The change from “veterans and veterans’ families” to “serving and ex-serving men and women of the ADF and their dependents” brings this in line with the RSL National Constitution.
3.1.	The details of where the Registered Office is not easily found and is not reconfirmed and promulgated on an annual basis.
4.1.1.	Correct title of the Act.
4.1.5.	Clause numbering change caused by other amendments.
4.1.8.	Proper definition of “casual vacancy” to assist in the interpretation of later clauses.
4.1.13.	Removal of aspects relating to elections being held at the Annual Sub-Branch Conference.
4.1.14.	Typo “seperate/separate”.
4.1.20.	There are technically only two types of ordinary membership of the League, Service and Affiliate. Determining additional classes of membership is properly a function of the State Board. Reference to social, junior and community members has been removed. The current 4.1.20. refers to a “Register of Members” and s34 of the Act, but that section of the Act does not require such a thing. The requirement to maintain a register of the Members of the Association is included in amendments to clause 14. Requirements for registers of members of the League will be covered under the By-Laws.
4.1.21.	“and” replaced by “or” to correct grammar and clearly define the two groups, Australians <u>or</u> allied nations personnel.
4.1.25.	Provides a definition for the State Branch Tribunal and the basis for convening it.
4.1.26.	The definition of Sub-Branch was out of alphabetical order, and has been repositioned.
6.	The current Objects clause does not reflect the RSL National Constitution, has two missing Objects and some incorrect terminology. The new clauses accurately reflect the content of the RSL National Constitution modified only where necessary to reflect the jurisdiction of State Branch.
7.	The current Powers clause includes some things that are Objects of the League. They have been moved back into clause 6, and the clause now only relates to Powers.
9.	“RSL SA” has been substituted for “State Branch” in some places to enhance clarity, although they have the same meaning.
11.2.	The mechanics of obtaining endorsement for some expenditure was unclear, this now makes it clear that a notice to Sub-Branch Presidents or Sub-Branch Committees is required.
11.3.3.	Approval is properly a function of the State Board as the governing committee for the State Branch. The wording of the amounts was imprecise, as it covered amounts greater than \$20,000, not \$20,000 and greater.

12.1.1.	Clause numbering change caused by other amendments.
12.1.2.	Replaced “RSL, State Branch, or its Sub-Branches” with “State Branch”, as “State Branch” is defined as meaning the Sub-Branches and members of the League, and “State Branch” can therefore apply to Chapters as well.
13.2	This was moved to clause 15, as it conflates the Members of the Association with the members of the League.
14.	Clarifying that the Act requires a register to be kept of the Members of the Association, not the members of the League. The By-Laws will provide all requirements for registers of membership of the League.
15.	See 13.2.
16.	The current clause 15 is too detailed, containing material that is best included in the By-Law regarding Disputes and Disciplinary Action. It has also been reworded so that disputes and disciplinary action can also be between the Members of the Association, not just members of the League.
17.	New clause defining what the State Branch is composed of. This is straight from the RSL National Constitution clause 17.2.
18.3.	Charters are issued by the State Board on behalf of the State Branch. This makes this clear.
18.7.	Sub-Branches are not the only Members of RSL SA (the Association), as the President also is a Member of the Association.
18.8.	The RSL National Constitution binds State Branch to the Standing Policy, this binds Sub-Branches to it.
18.10.	Approval of such transfer is properly a function of the State Board as the governing committee for the State Branch.
19.	Approval and issuing of a new Charter is properly a function of the State Board as the governing committee for the State Branch.
20.3.	Approval for the formation of a Chapter is properly a function of the State Board as the governing committee for the State Branch.
20.4.	Monitoring and encouraging a Chapter is properly a function of the State Board as the governing committee for the State Branch.
20.6.	The Act does not provide for an incorporated association to become an unincorporated one. This wording meets the intent and accommodates the application process, but the State Board would be responsible for guiding the process of winding up the Sub-Branch and establishing a Chapter in its stead.
20.7.	This provision is included to provide the legal authority of the Sub-Branch to convert to a Chapter and ensures that the relevant By-Law can be consistent with this Constitution. Without this clause, there is no provision to make it enforceable, and the terminology is reflective of that in the Act.
22.3.	Clause numbering change caused by other amendments.
22.4.	Clarifies that this is a matter for an Extraordinary Sub-Branch Conference to decide.
22.4.1.	Setting of conditions is properly a function of the State Board as the governing committee for the State Branch.
22.5.	Clarifies that this is a matter for the Extraordinary Sub-Branch Conference to decide. Clause numbering change caused by other amendments.

22.6.	“Service” deleted, as both Service and Affiliate Members can vote to elect new Sub-Branch officers (within existing restrictions).
22.7.	Clause numbering change caused by other amendments.
22.8.	Clarifies that this is an outcome of the Extraordinary Sub-Branch Conference. Appeals should properly be directed to the State Board as the governing committee for the State Branch, which will convene the State Tribunal. “Reasons” replaced by “grounds”.
22.9.	Clause numbering change caused by other amendments. The State Board as the governing committee for the State Branch should also have standing in the appeal hearing at the State Tribunal.
22.10.	Clause numbering change caused by other amendments. The State Board as the governing committee for the State Branch should be responsible for accepting the recommendations of the Extraordinary Sub-Branch Conference and taking action to transfer the membership to another Sub-Branch.
22.11.	Clarifying that defaulting Sub-Branches cannot vote at either type of Sub-Branch Conference during their period of default.
23.3.	As the governing committee for the State Branch, audited balance sheets should be submitted by Sub-Branches to the State Board.
23.5.	New clause that has been recommended via legal advice to ensure that the State Branch as a whole (ie all Sub-Branches and members of the League) has an enforceable right to obtain an equitable interest in all capital assets held by Sub-Branches, and prohibits individual Sub-Branches from transferring etc their assets to third parties without the approval of the State Branch, as represented by the State Board, the governing committee of State Branch.
23.7.	Clause numbering change caused by other amendments. The management of the winding up of a Sub-Branch is properly a function of the State Board as the governing committee for the State Branch.
24.4.1.	This is a new clause, omitted in error. All annual general meetings of associations conduct this item of business.
24.4.5.	Removal of aspects relating to elections being held at the Annual Sub-Branch Conference. The appointment of the Public Officer has also been removed from the business, as it is properly a function of the State Board as the governing committee for the State Branch.
24.5.	Clarifying the date at which the number of Sub-Branches that constitutes a quorum is set.
24.10.	Regional Advisers have a limited mandate, are not delegates of Members of the Association, and Sub-Branch delegates from their region can speak for themselves at the Annual Sub-Branch Conference, so their role communicating between the State Board and Sub-Branches is not in play. Board members are members of the governing committee of the State Branch, and should maintain their standing to speak (but not vote).
25.2.	Corrected grammar.
25.3.	As Extraordinary Sub-Branch Conferences can be called by a resolution of the State Board and via a request from Sub-Branches, both possibilities should be accommodated.
25.4.	This clarifies that an Extraordinary Sub-Branch Conference can amend the Constitution, but a longer notice period applies when this is the case.

25.6.	This is clearer wording, limiting business to that specified in the notice.
25.7. to 25.12.	These clauses replicate the provisions of the Annual Sub-Branch Conference for quora, voting, non-voting delegates, etc.
26.3.	Clause numbering change caused by other amendments.
26.3.2.	Clause numbering change caused by other amendments. Wording changed to be consistent throughout in relation to enactment, amendment and repeal of By-Laws.
27.	Some capitalisation to match definitions. Clause numbering change caused by other amendments.
27.1.3.1.	Appointed State Board Members should be appointed for a specified term, and this should not be longer than that of Elected State Board Members.
27.1.3.2.	The ongoing appointment of Appointed State Board Members should be subject to annual ratification.
27.3.	This is needed to deal with the recent situation regarding lack of board members.
27.4.1.	Removal of elections being held at a Extraordinary Sub-Branch Conference.
27.5.	Clarifies that two Elected State Board Member positions are subject to election each year to maintain staggered terms.
27.6.	This clarifies that the President's term also expires at the same point in time, and deals with a situation where someone is elected for the balance of a term.
27.7.	This clarifies that the President's terms are also limited in this way, and allows a board member who has been elected for the balance of a term to complete two full three-year terms.
27.8.	Removal of aspects relating to elections being held at the Annual Sub-Branch Conference.
27.9.	Grammar.
27.10.	This implements the intent that voting for the President and Elected State Board Members is on a "One Service Member, One Vote" basis, unfiltered by differences in numbers of Service Members between Sub-Branches and regardless of whether a Sub-Branch attends the Annual Sub-Branch Conference.
27.11.	This clarifies that this clause refers to vacancies among the Elected State Board Member positions.
28.	This just details how this operational matter is to be done. It cannot be tied to Annual Sub-Branch Conference as currently specified, as a new CEO may be appointed at any time, and will usually need to be appointed as Public Officer as soon as possible after their appointment. Corrected references to the Act.
30.	Removal of aspects relating to elections being held at the Annual Sub-Branch Conference.
30.4.	This clarifies when exactly the role is vacated.
30.5.	This clarifies that this only applies to Elected State Board Members.
30.5.2.	Removal of aspects relating to elections being held at the Annual Sub-Branch Conference.
31.	There are currently no guidelines for the number of Regional Advisers per region, length of term, limit on number of terms or how casual vacancies are

	filled. It makes sense to apply the same limits as apply to Elected Board Members.
32.2.	Clause numbering change caused by other amendments.
35.1.	“State Branch” comprises the Sub-Branches and members of the League, so adding “the Sub-Branches” is redundant.
35.2.	Policies should be able to be ratified by Annual <u>or</u> Extraordinary Sub-Branch Conferences.
	Current 32.3 does not reflect the RSL National Constitution. In fact, taking an “apolitical” stance and maintain a “neutral attitude” is anathema for an organisation that must be advocating on behalf of serving and ex-serving members of the ADF. The relevant rule in this regard is in the Objects, and it covers it well, so this clause has been deleted.
36.1	Wording changed to be consistent throughout in relation to enactment, amendment and repeal of By-Laws.
36.2.4.	Clarifies that delegates for Extraordinary Sub-Branch Conferences are included.
36.3.	Wording changed to be consistent throughout in relation to enactment, amendment and repeal of By-Laws.
36.4.	This clarifies the process for ratification of By-Laws by the following Annual Sub-Branch Conference.
39.	Clarifies that the Constitution can be amended at an Extraordinary Sub-Branch Conference.