

# FAQs for Constitution Roadshow

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Operator: Mark Dillman

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## Why do we need a new Constitution?

The ACNC has recently had cause to review the operations of a number of RSLs nationally, including RSL Queensland.

It found failings in the way we go about things.

Governance was one of the items on its agenda where it thought we could improve, specifically where a conflict of interest arises where District Presidents have a dual role as Directors of RSL Queensland on the one hand and as District Presidents on the other. Moreover, ACNC agrees with the current Board that a skills' based board equipped for the size and complexity of RSL Queensland would better support a strong sustainable future.

The new constitution has been drafted so that:

1. members have a say in who represents them on the Board;
2. skills gaps in the make up of the Board can be closed through the appointment by the Board of up to 2 appointed directors; and
3. District Presidents have a voice through the State Council of District Presidents with strong linkage to the Board through their chair having a position on the Board.

## Who has been involved in the drafting of this document?

A committee comprised of the Tony Ferris as State President, Don Davey, Rod McLeod, Les Nash, Rob Waldron, John Warren, Maria Forgione, Peta Perring, Scott Denner and Mark Dillman from MacPherson Kelley.

Numerous members of RSL Queensland have already commented on the draft constitution published on the RSL Queensland website and have suggested changes. All of their comments/suggestions have been considered. Some have been rejected and others adopted.

## Scope of works

The committee has taken the draft Constitution that was presented to the 2018 State Congress with a brief to:

- include the feedback provided by members at State Congress and review the draft constitution more generally; and
- provide supporting By-Laws for Members' consideration and feedback.

These documents have been published on the RSL Queensland website and the working party continues to work on the draft model Sub Branch and District Branch constitutions, which will also be published once they become available.

### **What will happen if we do nothing?**

The ACNC has said that there needs to be a change to our governance structure.

At worst, the ACNC could revoke the charitable status of RSL Queensland if it forms the view that as a registered Charity, RSL Queensland falls short of its governance and compliance obligations under the ACNC Act.

It also has power to remove and replace board members in the circumstances where the ACNC determines that the community's interests under the Constitution are not served by the Board. While it has never done that in its history (albeit it has had a relatively brief history) it has reminded us that it does have that power and is prepared to use it in the right circumstances.

### **When will this constitution be voted on?**

The constitution will be put to the members at the next State Congress in June 2019.

### **What happens if the members reject the Constitution?**

The current constitution will remain in place.

The ACNC will no doubt review its position regarding the governance of RSL Queensland. It originally required RSL Queensland to adopt a new constitution prior to the end of 2018, but believes that a longer engagement period will better serve the members' and community's interests.

The members will need to come up with an alternative that satisfies what the ACNC perceives to be current "best practice" governance standards.

### **How do you ensure that you have the right skills on the Board?**

Like any board, your Board will no doubt conduct reviews from time to time and will, with external assistance, develop a skills matrix. By that we mean a document identifying the skills the Board has assessed through an assisted facilitation process that it requires to best serve you (e.g. skilled in terms of lived experience of veterans, governance, fund raising, lotteries/Art Union, legal, financial, investment, industrial relations, mental health/medical etc). This list is an example of the types of skills that may be required to support RSL Queensland into the future. It is not exhaustive and may change over time.

The Board will encourage members with the right skill set to nominate for Board positions.

You can do the same.

If no one with the right skills nominates, the Board can go out and find up to 2 additional directors and appoint them as directors in order to fill the gap/s.

### **Can the members remove a Director?**

The current draft constitution now gives the members the ability to remove a director from office during his/her term at a State Congress of an Extraordinary Special Meeting of the members.

### **If the District Presidents are not on the Board, how are the members' concerns aired and dealt with?**

Firstly, you get to vote on 7 board positions. That is, the President, Deputy President, Vice President and 4 Directors all of whom are drawn from the membership.

Secondly, the Constitution now mandates the creation of a State Council of District Presidents to advise and guide the Board on a raft of matters affecting the members. Its focus is specifically member based whereas the Directors on the Board have a duty to represent RSL Queensland as a whole.

The State Council of District Presidents will also be represented at Board level by the Chair of the State Council of District Presidents who, upon election, also becomes a member of the Board.

Those mechanisms ensure that the members have a much greater say in the make up of the Board than they have now. Right now, the members are only entitled to vote on the appointment of the executive and only one of 10 members of the Board, being their District President.

Thirdly, the Board has power to delegate some of its responsibilities to sub committees, including to the State Council of District Presidents.

No doubt, that will in time occur. What is delegated to the State Council is entirely a matter for the Board, because the Board is ultimately responsible for the operations of RSL Queensland.

### **How will this impact on the day to day operation of District and Sub Branches?**

District Branches and Sub-Branches will be required to adopt a model District Branch and Sub Branch constitution with changes, where necessary, approved by the Board.

The model constitutions are being updated and will be available to the members shortly.

### **Will the Board Members/ State Councillors (District Presidents) be paid?**

Initially, no.

Legitimate expenses will be reimbursed but no provision has been made to pay the Board members for their time.

That said, members can at a State Congress or General Meeting resolve to remunerate the Board.

**Will Disciplinary Matters be left to the Tribunal or can the Board still intervene?**

While there is a State Branch Tribunal, all disciplinary matters must be referred to it by the Board for final determination unless urgent action is required.

The Board can intervene where there is a need for urgent action (e.g. a suspension), but that action will only be temporary, with responsibility for the final resolution of the matter being placed in the hands of the Tribunal.