

THE RETURNED & SERVICES LEAGUE OF AUSTRALIA (QUEENSLAND BRANCH)
ANNUAL GENERAL MEETING HELD AT ROYAL INTERNATIONAL CONVENTION CENTRE, BRISBANE
THURSDAY 9 DECEMBER 2021 AT 09.00AM

1. AGM Commences

The Company Secretary declared the 2021 Annual General Meeting for the Returned & Services League of Australia (Queensland Branch) open in accordance with the Notice of Meeting distributed on 8 September 2021 and Clause 6.1 of the RSL Queensland Constitution.

Recording of the Meeting.

Attendees were advised that the meeting was being recorded by a videographer commissioned by RSL Queensland. This was to be the only recording of the meeting. The video would be posted on the RSL Queensland website after the meeting.

2. Roll Call - RSL Queensland Directors and District Delegates

Present

Tony Ferris	Les Nash
Wendy Taylor	Garry Player
Bill Whitburn OAM	Dennis Pollard
Merv Brown OAM	Barry Vains OAM
Pat Fairon	Trevor Williamson OAM
Ian Hall	Doug Egan (VP South Eastern District) SED
John Maschke	Delegate to the AGM

3. Roll Call - Sub Branches

Present

Agnes Water / 1770	Beerwah & District	Bribie Island
Airlie Beach / Whitsunday	Bell	Bulimba District
Atherton	Biggenden	Bundaberg
Banyo	Biloela	Burleigh Heads
Bayside South	Blackall	Burrum District
Beachmere	Blackbutt	Caboolture-Morayfield
Beaudesert	Bowen	Cairns
Beenleigh and District	Boyne-Tannum	Cairns & District Ex
	Bray Park-Strathpine	Servicewomen

Roll Call - Sub Branches (cont'd)

Caloundra	Greater Springfield	Mirani
Canungra	Greenbank	Mitchell
Capricornia Rockhampton	Gympie	Monto
Centenary Suburbs	Harlaxton	Mossman
Charleville	Helidon	Mount Isa
Chinchilla	Herberton	Mount Morgan
City-New Farm	Hervey Bay	Moura
Clayfield-Toombul	Highfields	Mt Molloy
Clermont	Holland Park / Mount Gravatt	Mt Perry
Clifton	Injune	Mudgeeraba-Robina
Cooktown	Innisfail	Mudjimba
Coolum Peregian	Ipswich	Mundubbera
Cooroy-Pomona	Ipswich Railway	Murgon
Coorparoo & Districts	Isis	Nambour
Crows Nest	Jimboomba	Nanango
Cunnamulla	Kalbar	National Servicemen's
Currumbin / Palm Beach	Kawana Waters	Nerang
Dalby	Kedron-Wavell	North Gold Coast
Darra & District	Kenilworth	Nundah Northgate
Dayboro	Kenmore-Moggill	Oakey
Deception Bay	Kilcoy	Orchid Beach Fraser Island
Defence Service Nurses	Killarney	Palmwoods & District
Defence Servicewomen's	Kingaroy-Mererambi	Pine Rivers District
Djuan and District	Kooralbyn Valley	Pittsworth
Edge Hill / Cairns West	Kuranda	Proserpine
Emerald	Kuttabul	Proston
Emu Park	Laidley	Rainbow Beach
Esk	Leyburn	Redbank
Farleigh and Northern	Logan Village	Redbank Plains
Forest Lake District	Longreach	Redcliffe
Gatton	Lowood	Redlands
Gayndah	Mackay	Rollingstone
Gaythorne	Macleay Island	Roma
Geebung Zillmere Bald Hills	Magnetic Island	Rosewood
Aspley	Malanda	Runaway Bay
Gemfields	Manly Lota	Russell Island
Gin Gin	Mapleton	Salisbury
Gladstone	Mareeba	Samford
Glasshouse Country	Marian	Sandgate
Goodna	Maroochydore	Seaforth
Goombungee	Mary Valley	Sherwood-Indooroopilly
Gordonvale	Maryborough	Southport
Gracemere & District	Meandarra / Glenmorgan	Springwood Tri-Services
Grantham Ma Ma Creek	Miles	St George
		Stanthorpe

Roll Call - Sub Branches (cont'd)

Stephens	Toogoom and District	Weipa
Sunnybank	Toowong	Wondai
Surat	Toowoomba	Woodford
Surfers Paradise	Townsville	Woodgate Beach
Tamborine Mountain	Tramways	Wynnum
Tewantin Noosa	Tully	Yandina Eumundi
The Gap	Tweed Heads and	Yarrabah
Thuringowa	Coolangatta	Yarraman
Tiaro	Walkerston/Pleystowe	Yeppoon
Tin Can Bay	Wallangarra	Yeronga Dutton Park
Toogoolawah	Warwick	

The Company Secretary declared that the total number of District and Sub Branch delegates present and entitled to vote was 198.

Roll Call - Dignitaries and Guests

Stephen Day DSC AM, State President nominee
Ray DeVere MC OAM, Honorary Life Vice President
Tara Hatzismalis, Deputy Commissioner Queensland, Department of Veterans' Affairs
Barry Quinn, State President, RSL Tasmania

Roll Call - RSL officials

Kalie Ashenden, Acting General Manager of Membership & Network
Tracey Bishop, General Manager Lotteries
Leah Coogans, Company Secretary
Leigh Goldsmith, Chief Human Resource Officer
Angela Jones, Chief Information Officer
Greg Pratt, Chief Financial Officer
Robert Skoda, Interim Chief Executive Officer
David Smerdon, Acting Chief Marketing Officer
Steve Spicer, General Manager, Service Delivery
Troy Watson, General Manager Veterans Affairs & Policy.

4. Apologies

The following Sub Branches were registered as Apologies:

Allora	Hughenden
Ashgrove	Jandowae
Ayr	Julia Creek
Barcaldine	Maleny
Bardon	Millmerran
Boonah	Morven

Calliope	Quilpie
Carmila	Ravenshoe
Charters Towers	Sarina
Cloncurry	Tara
Finch Hatton	Taroom
Goondiwindi	Wandoan
Hellenic	Winton
Herbert River	Wowan

Motion:
That the apologies be accepted.

Moved: Magnetic Island
Seconded: Mt Isa

The motion was carried. (*Voting by show of hand*)

5. Housekeeping and Testing of Vote Technology

A statement regarding the rationale for the RSL Queensland Board's decision to limit attendance to one representative per Sub Branch was provided to attendees.

The format for and conditions of the AGM proceedings as detailed in the Delegate Information packs were noted. Delegates would be provided the opportunity to speak for and against the motions or ask questions regarding the motions. The only motions that would be accepted were those proposed by the RSL Queensland Board.

Testing of Vote Technology

Delegates were advised the details of the Lumi electronic voting system that would be used. It was noted that the RSL Queensland Constitution was silent on whether or not electronic voting could be used to conduct a poll. As such, it was appropriate for the electronic voting system to be used.

The Chair of the Meeting would demand a poll on each motion. It was noted that the system would not allow the vote to close until all votes have been received.

It was confirmed that all Delegates had received iPads to register their vote. Delegates were provided two test questions to familiarise themselves with the voting system and to ensure all votes were being tallied.

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

6. Appointment of Returning Officers and Scrutineers

The independent auditor, Darren Jens, and staff of PricewaterhouseCoopers (PwC) were to act as the Returning Officer and scrutineers.

It was noted that Stephen Day DSC AM, a nominee for the role of State President, had previously held a position as a Special Advisor for the consulting division of PricewaterhouseCoopers. The RSL Queensland Board, RSL Queensland management, PwC, Tony Ferris, and Stephen Day DSC AM were all satisfied that there was no conflict of interest.

Motion:

That the independent auditor for the Returned & Services League of Australia (Queensland Branch), Mr Darren Jenns and staff of PricewaterhouseCoopers, be appointed as the Returning Officer and Scrutineers for the 2021 Annual General Meeting.

Moved: Mackay

Seconded: Bulimba

Poll results:

Votes received: 198

For: 100%

Against: 0%

Abstain: 0%

The motion was carried.

7. Acceptance of the minutes of the 2020 Annual General Meeting

In accordance with the Constitution, the draft minutes of the 2020 Annual General Meeting were distributed electronically six weeks after the 2020 AGM and also made available on the RSL Queensland website.

Motion:

That the draft minutes of the 2020 Annual General Meeting be accepted as a true and accurate record of that meeting.

Moved: RSL Queensland Board

Seconded: Gordonvale

Poll results:

Votes received: 198

For: 99.96%

Against: 0%

Abstain: 0.04%

The motion was carried.

8. Presentation and adoption of the 2020 Annual Report of the State President (Chair) of RSL Queensland

The Annual Report of the State President (Chair) of RSL Queensland was provided to members electronically and had been made available on the RSL Queensland website. The Annual Report was taken as read.

Motion:

That the Annual Report of the State President (Chair) of the Returned & Services League of Australia (Queensland Branch) for 2020 be adopted.

Moved: RSL Queensland Board

Seconded: Oakey

Poll results:

Votes received: 198

For: 97.98%

Against: 0.51%

Abstain: 1.52%

The motion was carried.

9. Receiving of the auditor's report

The auditor's report has been provided to members on page 68 of the State Congress Documentation. The auditor's report was taken as read.

Attendees were provided the opportunity to ask questions of the independent auditor, Darren Jenns, who was in attendance. There were no questions.

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 2020 be received.

Moved: RSL Queensland Board

Seconded: Gemfields

Poll results:

Votes received: 198

For: 98.99%

Against: 0.51%

Abstain: 0.51%

The motion was carried.

10. Presentation and adoption of the audited financial statements for the year ending 31 December 2020

The audited financial statements had been provided to members in the State Congress Documentation, starting at page 40 of the document. The financial statements were taken as read

Attendees were provided the opportunity to ask questions of the RSL Queensland Chief Financial Officer regarding the audited financial statements. There were no questions.

Motion:

That the audited financial statements of the Returned & Services League of Australia (Queensland Branch) for the year ending 31 December 2020 be adopted.

Moved: RSL Queensland Board

Seconded: Marian

Poll results:

Votes received: 198

For: 98.99%

Against: 0.51%

Abstain: 0.51%

The motion was 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: Esk

Poll results:

Votes received: 198

For: 98.99%

Against: 0.51%

Abstain: 0.51%

The motion was carried.

12. Motions from State Branch, Districts and Sub Branches

Attendees were reminded that motions from the floor would not be allowed. As per the Constitution, motions must have been submitted in writing at least eight weeks before the AGM.

Any amendments to motions were to be submitted in writing, signed by the mover and seconder. Amendments moved from the floor did not constitute adequate notice under this By-Law 2.6.

Amendment to the RSL Queensland Constitution

The Chair provided details of the process to review and amend the RSL Queensland Constitution and the objectives that would be achieved if the 2021 draft Constitution was accepted.

It was noted that Members had been encouraged to provide feedback and ask questions throughout the review process. A draft of the Constitution had been made available for feedback in July 2021. Feedback was incorporated into the 2021 Draft Constitution where it was practicable to do so.

The final 2021 Draft Constitution, as presented at the 2021 Annual General Meeting (AGM), was approved by the Board and made available for member review on 8 September 2021.

As the motion was to amend the Constitution, it required a two-thirds majority or 66.67% (132 votes) to pass.

Motion:

That the 2021 draft Returned and Services League of Australia (Queensland Branch) Constitution be adopted.

Moved: RSL Queensland Board

Seconded: Magnetic Island

Delegates were provided the opportunity to speak either for or against the motion. No one spoke.

Poll results:

Votes received: 198

For: 64.65%

Against: 34.85%

Abstain: 0.51%

The motion was defeated.

As the vote for the Constitution had been defeated, the motion to amend RSL Queensland By-Law 5 was no longer relevant. Therefore, no seconder was called for and, in accordance with By Law 2.7, the motion was not debated.

13. Ballot for the election of the State President (Chair)

Tony Ferris vacated the Chair in favour of the Deputy President Wendy Taylor, in accordance with clause 6.17 of the Constitution.

Deputy President Wendy Taylor introduced the two nominees, being Stephen Day DSC AM and Tony Ferris.

The Company Secretary confirmed the validity of the nominations stating that both nominations were received in accordance with the requirements of the RSL Queensland Constitution and in the form

required under By-Law 3 and that the order of the ballot was drawn by lot during a meeting of the Board of RSL Queensland as required under By-Law 3.7.

Each of the nominees was provided the opportunity to speak. Stephen Day DSC AM spoke first followed by Tony Ferris.

The Deputy President demanded a poll for the vote for the State President.

The Deputy President confirmed that 198 votes had been received. The Returning Officer confirmed the vote tally.

Major General Stephen Day DSC AM was confirmed as the State President/Chair.

The Deputy President remained in the role of Chair of Meeting for the remainder of the meeting.

14. **Destruction of Voting Information**

As the election results had been confirmed by the Returning Officer, all polling data including the overall result and the underlying votes for all polls conducted during the meeting were to be deleted from all Lumi software databases and any other database in which such data might be stored.

Motion:

That the form authorising the destruction of voting data be signed.

Moved: RSL Queensland Board

Seconded: Thuringowa

Poll results:

Votes received: 198

For: 98.48%

Against: 1.52%

Abstain: 0%

The motion was carried.

It was noted that the data would be deleted from the Lumi Technologies equipment at the end of the meeting after representatives from both RSL Queensland and Lumi Technologies signed the document confirming the deletion. The Returning Officer would confirm that all voting data had been destroyed.

15. **Confirmation of Appointment of Directors to RSL Queensland**

The Company Secretary requested the meeting confirm the appointment of the Directors of RSL Queensland.

Motion:

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

- **State President / Chair: Stephen Day DSC AM**
- **State Deputy President / Deputy Chair: Wendy Taylor**
- **State Vice President / Vice Chair: Bill Whitburn OAM**
- **Merv Brown OAM, Brisbane North District**
- **Pat Fairon, Gold Coast District**
- **Ian Hall, Sunshine Coast District**
- **John Maschke, Far Northern District**
- **Les Nash, Moreton District**
- **Garry Player, North Queensland District**
- **Dennis Pollard, Western District**
- **Barry Vains OAM, Pioneer-Fitzroy-Highlands District**
- **Trevor Williamson OAM, Wide Bay & Burnett District**

Moved: Atherton

Seconded: Moura

It was noted that there were some questions from the floor regarding director appointments, which would be heard before the motion was voted on.

Questions from the floor

1. Question from Logan Village Sub Branch Delegate:
 - Q. Why had the South Eastern District (SED) Delegate to the AGM not been provided a position on the Board of RSL Queensland as director?
 - A. There were two parts to the question:
 - 1) The role of a delegate at the AGM

A registration as delegate had been provided to the Vice President to represent SED at the AGM.
 - 2) Appointment of the SED delegate to the Board

The appointment to the Board was a different matter. The SED had made a request for the SED Vice President to be appointed to the RSL Queensland Board following the resignation of the SED President from the Board. The Board were to decide whether it was appropriate for the Vice President to be appointed as a Board Director and this matter was on going.
2. Question from Logan Village Sub Branch Delegate:
 - Q. Does SED have a position on the Board at the moment?
 - A. The role of Directors of RSL Queensland is not to represent Districts; they represent and act in the best interests of RSL Queensland. There is a clause in the Constitution that allows the RSL Queensland Board to appoint to a person as a Casual Vacancy; however, the Board has not determined at this stage if the Vice President of SED would be appointed to the Board under this clause.
3. Question from Kenilworth Sub Branch Delegate:
 - Q. Given the proximity of the AGM to the request submitted for a representative of the SED to be appointed to the RSL Queensland Board, how has the Board not been able to arrive at this decision?

- A. Tony Ferris responded stating the Constitution specifically stated that a District President, not a District Vice President or District Deputy President, is appointed to the State Board as a Director. The Board considered the situation regarding the potential appointment of the SED Vice President and had requested further information on the matter from SED. This had not been forthcoming. A decision will not be made until the Board receive the correspondence.
- 4. Statement from Manly Lota Sub Branch:
- Q. Section 9 page 20 of the Constitution says that “the Board shall comprise” (not “may comprise”) the District Presidents so elected by the District Branch as at the date of the AGM.
- A. SED is proposing that the Vice President be appointed to the Board to fill a Casual Vacancy under a separate clause being 9.12. This is at the discretion of the RSL Queensland State Board.

The motion confirming appointments of Directors to RSL Queensland was then voted on.

Poll results:

Votes received: 198

For: 84.85%

Against: 11.11%

Abstain: 0.04%

The motion was carried.

16. Meeting Closure

The Returning Officer confirmed that all Voting Data had been destroyed.

The outgoing State President, Tony Ferris, congratulated Stephen Day DSC AM on his election to the role of State President and thanked members and staff for their support over the past three years.

The Company Secretary declared the AGM closed at 10.18am.

The next Annual General Meeting was due to be held in Brisbane from 24 – 26 June 2022.

Signed as a true and accurate record of the meeting.

Major General Stephen Day DSC AM

Chairman

/ / 2022