

THE RETURNED & SERVICES LEAGUE OF AUSTRALIA (QUEENSLAND BRANCH)  
ANNUAL GENERAL MEETING HELD AT ROYAL INTERNATIONAL CONVENTION CENTRE, BRISBANE  
SATURDAY 25 JUNE 2022 AT 2.30PM

## 1. AGM Commencement

The MC introduced the State President and Chairman who led the Pledge of Allegiance.

The Company Secretary declared the 2022 Annual General Meeting for the Returned & Services League of Australia (Queensland Branch) (RSL Queensland) open in accordance with the Notice of Meeting distributed on 25 March 2022 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 - Directors and District Delegates

### Present

Stephen Day DSC AM  
Wendy Taylor  
Bill Whitburn OAM  
Merv Brown OAM  
Pat Fairon  
Kerry Gallagher AM  
Ian Hall

John Maschke  
Les Nash  
Garry Player  
Dennis Pollard  
Phil Luzzi  
Trevor Williamson OAM

## 3. Roll Call - Sub Branches

### Present

Agnes Water / 1770  
Airlie Beach / Whitsunday  
Allora  
Ashgrove District  
Atherton  
Babinda  
Banyo  
Bayside South  
Beachmere

Beerwah & District  
Biloela  
Blackall  
Blackbutt  
Bowen  
Boyne-Tannum  
Bray Park-Strathpine  
Bribie Island  
Bulimba District

Burrum District  
Caboolture-Morayfield & District  
Cairns  
Cairns & District Ex-  
Servicewomen  
Calliope  
Caloundra  
Canungra

Beaudesert  
 Beenleigh & District

 Bundaberg  
 Burleigh Heads

 Capricornia & Rockhampton  
 Region

**Roll Call - Sub Branches (cont'd)**

|                               |                              |                            |
|-------------------------------|------------------------------|----------------------------|
| Cardwell                      | Harlaxton                    | Monto                      |
| Centenary Suburbs             | Helidon                      | Mossman                    |
| Charters Towers               | Herbert River                | Mount Isa                  |
| Chinchilla                    | Herberton                    | Mount Morgan               |
| City-New Farm                 | Hervey Bay                   | Moura                      |
| Clayfield-Toombul             | Holland Park / Mount Gravatt | Mt Larcom                  |
| Clermont                      | Home Hill                    | Mt Molloy                  |
| Clifton                       | Hughenden                    | Mt Perry                   |
| Cooktown                      | Injune                       | Mudgeeraba-Robina          |
| Coolum Peregian               | Innisfail                    | Mundubbera                 |
| Coorparoo & Districts         | Ipswich                      | Murgon                     |
| Crows Nest                    | Ipswich Railway              | Nambour                    |
| Cunnamulla                    | Isis                         | Nanango                    |
| Currumbin / Palm Beach        | Jimboomba                    | Nerang                     |
| Dalby                         | Kawana Waters                | North Gold Coast           |
| Darra & District              | Kedron-Wavell                | Nundah Northgate           |
| Dayboro                       | Kenmore-Moggill              | Oakey                      |
| Deception Bay                 | Kilcoy                       | Palmwoods & District       |
| Djuan & District              | Killarney                    | Pine Rivers District       |
| Edge Hill / Cairns West       | Kingaroy-Mererambi           | Pittsworth                 |
| Emerald                       | Kuranda                      | Proserpine                 |
| Emu Park                      | Kuttabul                     | Proston                    |
| Esk                           | Laidley                      | Rainbow Beach              |
| Farleigh and Northern Beaches | Logan Village                | Ravenshoe                  |
| Forest Lake & Districts       | Longreach                    | Redbank Plains             |
| Gatton                        | Lowood                       | Redcliffe                  |
| Gayndah                       | Mackay                       | Redlands                   |
| Gaythorne                     | Magnetic Island              | Rollingstone               |
| Geebung Zillmere Bald Hills   | Malanda                      | Roma                       |
| Aspley                        | Maleny                       | Rosewood                   |
| Gemfields                     | Manly-Lota                   | RSL Defence Servicewomen's |
| Gladstone                     | Mapleton                     | Runaway Bay                |
| Glasshouse Country            | Mareeba                      | Salisbury                  |
| Goodna                        | Marian                       | Samford                    |
| Goombungee                    | Maroochydore                 | Sandgate                   |
| Goondiwindi                   | Mary Valley                  | Seaforth                   |
| Gordonvale                    | Maryborough                  | Sherwood-Indooroopilly     |
| Gracemere & District          | Meandarra / Glenmorgan       | Southport                  |
| Greater Springfield           | Miles                        | Springwood Tri-Services    |
| Greenbank                     | Mirani                       | St George                  |

Gympie

Mitchell

Stanthorpe

#### Roll Call - Sub Branches (cont'd)

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

**The Company Secretary declared that the total number of District and Sub-Branch delegates present and entitled to vote was 193.**

#### Roll Call - Dignitaries and Guests

Ray DeVere MC OAM, Honorary Life President

#### Roll Call - Executives

Robert Skoda, Chief Executive Officer  
Kalie Ashenden, General Manager, League Services  
Tracey Bishop, Executive General Manager, Commercial & Investments  
Simon James, Company Secretary  
Kerri Ryan, Executive General Manager, Corporate Services  
Kate McKay, (Senior Manager - Corporate Communications and Media)

#### 4. Apologies

The following Sub Branches were registered as Apologies:

|                        |                            |
|------------------------|----------------------------|
| Ayr                    | Highfields                 |
| Bell                   | Jandowae                   |
| Charleville            | Julia Creek                |
| Cloncurry              | Leyburn                    |
| Defence Service Nurses | Orchid Beach Fraser Island |

|                  |                |
|------------------|----------------|
| Edmonton         | Quilpie        |
| Finch Hatton     | Redbank        |
| Gin Gin          | Russell Island |
| Hellenic         | Taroom         |
| Kooralbyn Valley | Wandoan        |
| Macleay Island   | Winton         |
| Millmerran       | Wondai         |
| Moranbah         | Wowan          |
| Morven           |                |

**Motion:**  
**That the apologies be accepted.**

**Moved: Mt Isa**  
**Seconded: Laidley**

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

## 5. Housekeeping & Testing of Voting Equipment

Conditions of the AGM proceedings as detailed in the State Congress documentation were noted. Protocols with respect to motions and amendments to motions were fully explained.

It was clarified that delegates would be given an opportunity to speak, subject to strict time restrictions. The motions for the current meeting had been proposed by RSL Queensland Board except for one proposed by Harlaxton Sub-Branch.

Delegates were advised the details of the Lumi electronic voting system, previously used successfully in 2019 would once again be utilised for voting.

The Lumi voting platform was managed by the Lumi Global Group and delivered through software on voting devices. Only registered delegates had received the voting devices.

It was noted that the RSL Queensland Constitution was silent on whether electronic voting could be used to conduct a poll. However, it was appropriate for the electronic voting system to be used and was common practice for AGMs generally.

The Chair would call a poll on each motion as part of best practice. Votes would be monitored and tallied by the Returning Officer.

It was noted that the system would not allow the vote to close until all votes had been received.

It was highlighted that devices were not tracked to ensure confidentiality of voting.

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 welcomed State President, Stephen Day DSC AM to the Chair.

#### **6. Appointment of Returning Officers and Scrutineers**

It was reported that a representative of RSL's independent Auditor would act as the Returning Officer and staff of PricewaterhouseCoopers (PwC) would act as scrutineers.

**Motion:**

**That a representative of the independent auditor for the Returned & Services League of Australia (Queensland Branch), Ms Samantha Vidler and staff of PricewaterhouseCoopers be appointed as the Returning Officer and Scrutineers for the 2022 Annual General Meeting.**

**Moved: RSL Queensland Board**

**Seconded: Banyo**

*Votes received: 193*

*Poll results:*

*For 193 (100%)*

*Against 0 (0%)*

*Abstain 0 (0%)*

**The motion was carried.**

#### **7. Acceptance of the minutes of the 2021 Annual General Meeting**

In accordance with the Constitution, the draft minutes of the 2021 Annual General Meeting were distributed electronically via districts, six weeks after the 2021 AGM and made available on the RSL Queensland website.

**Motion:**

**That the draft minutes of the 2021 Annual General Meeting be accepted as a true and accurate record of that meeting.**

**Moved: RSL Queensland Board**

**Seconded: Coorparoo & Districts**

*Votes received: 193*

*Poll results:*

*For: 184 (95.3%)*

*Against: Nil (0%)*

*Abstain:9 (0.7%)*

**The motion was carried.**

#### **8. Presentation and adoption of the State President (Chair) of RSL Queensland 2021 Annual Report**

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 since 27 May 2022. 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 2021 be adopted.**

**Moved: RSL Queensland Board**

**Seconded: Oakey**

*Votes received: 193*

*Poll results:*

*For: 191 (99.0%)*

*Against: 0 (0%)*

*Abstain: 2 (1.0%)*

**The motion was carried.**

## **9. Receipt of the Auditor's Report**

The Auditor's Report had been provided to members (commencing page 72) of the State Congress Documentation. The Auditor's Report was taken as read.

Attendees were provided with the opportunity to ask questions of the independent auditor, Andrew Weedon, who was in attendance.

Questions were as follows:

**Q.** *An explanation was requested regarding revenue from contact with customers, amounting to \$207,379,510.*

**A.**

It was noted this was an operational question outside of the remit of the auditor. The Chief Executive Officer commented that the amount reflected consumer sentiment during the COVID period buoyed by stimulus from an increase in discretionary spend for initiatives. The organisation and its capability had also been growing year on year.

**Motion:**

**That the Auditor's Report on the Financial Affairs of the Returned & Services League of Australia (Queensland Branch) for the year ending 31 December 2021 be received.**

**Moved: RSL Queensland Board**

**Seconded: Thuringowa**

*Votes received: 193*

*Poll results:*

*For 191 (99.0%)  
Against:1 (0.5%)  
Abstain:1 (0.5%)*

**The motion was carried.**

**10. Presentation and adoption of the audited Financial Statements for the year ending 31 December 2021**

The audited Financial Statements had been provided to members in the State Congress Documentation, (commencing at page 42) of the document and were taken as read.

Attendees were provided the opportunity to ask questions of Kerri Ryan, RSL Queensland Executive General Manager, Corporate Services, and the Chief Executive Officer regarding the audited Financial Statements.

Questions/Comments were as follows:

**Q.** *An explanation was requested as to why the cash assets of RSL had increased to \$100m.*

**A.** The Executive General Manager Corporate Services advised that some assets had been liquidated following consideration by the Investment Committee who considered that a better return could in other forms of investment. These funds would be managed as part of a delegated asset management portfolio.

**Motion:**

**That the Audited Financial Statements of the Returned & Services League of Australia (Queensland Branch) for the year ending 31 December 2021 be adopted.**

**Moved: RSL Queensland Board**

**Seconded: St George**

*Votes received: 193*

*Poll results:*

*For: 192 (99.5%)*

*Against: 0 (0%)*

*Abstain:1 (0.5%)*

**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: Longreach**

*Votes received: 193*  
*Poll results:*  
*For 193 (100%)*  
*Against 0 (0%)*  
*Abstain 0 (0%)*

**The motion was carried.**

## 12. Motions from State Branch, Districts and Sub-Branches

It was reported that one motion had been received from Harlaxton RSL Sub-Branch as follows:

**Motion:**

**That the Returned & Services League of Australia (Queensland Branch) consider the implications and practicalities of permitting all financial members to be given the right to vote at all General Meetings of the Returned & Services League of Australia (Queensland Branch), with the Board of the Returned & Services League of Australia (Queensland Branch) authorised to present an updated constitution reflecting the required changes to the Annual General Meeting in 2023.**

**Moved: RSL Queensland Board**  
**Seconded: Laidley**

It was clarified that the motion was to direct and authorise the board to explore the proposal to move to a 'one member, one vote' model and present the results to the 2023 AGM, along with an updated constitution. The vote was not to adopt the approach.

Questions/Comments were as follows:

**Q.** *The meaning of the motion was queried.*

**A.** it was explained that it was to authorise the Board to investigate the feasibility (only) of introducing a one member, one vote system.

**Statement:** historical context was provided to the one veteran, one vote issue which dated back to 1928.

**Q.** *Is the motion for absentee votes to be allowed for serving personnel or all financial members of a Sub-Branch i.e., non-serving?*

**A.** It was confirmed that the motion referred to all financial members. A recommendation would return to the next AGM.

**Statement:** Postal votes could not be accepted on certain matters and therefore there were restrictions on how the actual vote could be made.

**Statement:** Expression of a view that the motion was idealist and unwieldy.



**Statement:** The current system gave a vote to each Sub-Branch. A change would be unfair and unequitable result because of membership number differences.

**Statement:** Under the current delegate model, a Sub-Branch of 800 members has the same number of votes (being one) as a branch with 25 members.

A vote on the motion was called:

*Votes received: 193*

*Poll results:*

*For 75 (38.9%)*

*Against: 112 (58.0%)*

*Abstain: 6 (3.1%)*

**The motion was defeated.**

#### **Amendments to the RSL Queensland Constitution**

The meeting next addressed the two motions from State branch:

**Motion:**

**That the 2022 draft Returned & Services League of Australia (Queensland Branch) Constitution be adopted.**

A delegate opined that the Constitutional changes had not been submitted correctly to comply with Queensland Government requirements and referred to legislation and constitutional requirements for amending the constitution.

The Chair called a brief recess.

Following consultation with the General Manager Legal Governance and Risk, the Chief Executive Officer clarified that RSL Queensland was not governed under the Incorporated Associations Act, rather, it was governed under Letters Patent.

With respect to the Collections Act, RSL Queensland had engaged with the Office of Fair Trading (OFT) and the Australian Charities and Not for profit Commission (ACNC) as required by a charitable organisation. The OFT had been informed of the vote and would also be receiving within 30 days the adjustments to the Constitution (if passed).

It was acknowledged that the motion would need to be passed by a two thirds majority as per the Constitution

The Chair confirmed that proceedings were constitutionally and procedurally legitimate.

**Moved: RSL Queensland Board**

**Seconded: Marian**

Questions/Comments were as follows:

**Q.** *The structure of the board (four in number/skills-based director appointments) and qualifications were queried. The questioner also stated that out of ten District Presidents, only one would sit on the Board and queried whether recruitment was internal or external.*

**A** It was stated that qualifications would have to be accompanied with experience. A robust and independent appointment process was to be applied with an external agency to conduct the selection process.

A vote on the motion was called:

*Votes received: 193*

*Poll results:*

*For 167 (86.5%)*

*Against:25 (13.0%)*

*Abstain:1 (0.5%)*

(As the motion was to amend the Constitution it was re-iterated that the resolution required a two thirds majority to be successful).

**The motion was carried.**

**Motion 2:**

**That the Board be empowered to do all things necessary and expedient to give effect to the adoption of the new Constitution, including, if necessary, by securing the approval of relevant government departments and by effecting minor corrective and administrative changes to the Constitution and By Laws."**

**Moved: RSL Queensland Board**

**Seconded: Emu Park**

There were no questions.

A vote on the motion was called.

*Votes received: 193*

*Poll results: For: 186 (96.4%)*

*Against:7 (3.6%)*

*Abstain: (0%)*

**The motion was carried.**

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

The Chair commended the two State Vice-President candidates for standing for election. The two nominees were introduced as Bill Whitburn OAM and Douglas Egan.

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 3.9.

Each of the nominees was provided the opportunity to speak. Bill Whitburn OAM spoke first, followed by Douglas Egan.

The Chair called a vote for the State Vice President.

It was confirmed that all 193 votes had been received.

**Bill Whitburn OAM was confirmed as the State Vice-President/Vice-Chair.**

**14. Destruction of Voting Information**

The Chair called for a vote for the destruction of all voting information.

Data from all polls conducted during the meeting either had been or would be tallied on equipment owned by Lumi Technologies Pty Ltd.

With the election results confirmed by the Returning Officer, all polling data would be deleted so that the data could no longer be retrieved or accessed

**Motion:**

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

**Moved: RSL Queensland Board**

**Seconded: Woodford**

*Votes received: 193*

*Poll results:*

*For 188 (97.4%)*

*Against:2 (1%)*

*Abstain:3 (1.6%)*

**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 confirms 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**
- **Kerry Gallagher AM – South-Eastern District**
- **Ian Hall, Sunshine Coast District**
- **Phil Luzzi – Pioneer Fitzroy Highlands**
- **John Maschke, Far Northern District**
- **Les Nash, Moreton District**
- **Garry Player, North Queensland District**
- **Dennis Pollard, Western District**
- **Trevor Williamson OAM, Wide Bay & Burnett District**

**Moved: Weipa**

**Seconded: Miles**

The Company Secretary called for a vote on the motion.

*Votes received: 193*

*Poll results:*

*For 190 (98.5%)*

*Against:2 (1.0%)*

*Abstain:1 (0.5%)*

**The motion was carried.**

## **16. Meeting Closure**

The Returning Officer confirmed that all voting data had been destroyed.

The Chair thanked officers and the MC. He stated that delegates had voted for change and that work would now commence.

He appealed to delegates to look out for suitably qualified members and encourage them to nominate as director.

The Company Secretary declared the AGM closed at 4.21pm

Signed as a true and accurate record of the meeting.

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Stephen Day DSC AM  
Chair

/ / 2023