

## Terms of Reference

### PURPOSE

1. The State Council of District Presidents (“the State Council”) is established as a committee of the Returned & Services League of Australia (Queensland Branch) (“RSL Queensland”) Board (“the Board”) under clause 20 of the Constitution.
2. This Terms of Reference sets out the role and responsibilities delegated by the Board to the State Council and the State Council’s membership and structure.
3. The purpose of the State Council is to assist and advise the Board on matters relating to the District Branches, Sub-Branches and RSL Queensland members.

### KEY RESPONSIBILITIES

1. The State Council is responsible for recommending to the Board actions relating to matters concerning or relevant to District Branches, Sub-Branches and RSL Queensland members. This may include, but is not limited to:
  - a) Applications for membership and membership fees;
  - b) Members' services, including but not limited to introducing new services, expanding services and discontinuing services;
  - c) Training for members and Sub-Branches including training in assisting veterans with pensions and other entitlements and, where necessary, in corporate governance and regulatory compliance;
  - d) Sub-Branch and District Branch establishment and governance;
  - e) Establishment of Chapters;
  - f) Local ceremonies and functions on commemorative days including Anzac Day, Remembrance Day and other commemorative days;
  - g) Welfare initiatives generally and welfare initiatives at local levels;
  - h) Raising public awareness and support for RSL Queensland;
  - i) Fundraising at the local levels and generally;
  - j) Research and development aimed at improving RSL Queensland's understanding of the challenges faced by service and ex-service persons and their dependents and implementing appropriate programs in response to those challenges;
  - k) Matters referred to in the Constitution at 11.3.2 regarding disposal of District Branch or Sub Branch property;
  - l) Matters relating to the By-Laws; and
  - m) Such other matters as referred to the State Council by the Board.
2. The State Council may form sub-committees to assist in deliberating on and formulating recommendations to the Board. The State Council may co-opt onto those sub-committees such persons it considers appropriate, whether RSL Queensland members or otherwise.

## MEMBERSHIP OF STATE COUNCIL

1. The State Council is to be comprised of all District Branch Presidents.
2. The State Council will elect from the District Presidents, a District President to chair meetings of the State Council on such terms and conditions as it considers appropriate.
3. If the Chair of the State Council is not present at a meeting or is unable to preside over the meeting as chair, the District Presidents present at the meeting must elect another District President to chair that meeting.
4. When a Chair of the State Council's term expires, the State Council must elect from the District Presidents a new District President to chair meetings of the State Council on such terms and conditions as it considers appropriate.
5. The Board may specify the conditions (including as to remuneration, if any) of any appointments to the State Council.
6. The State President may be invited to attend as an ex-officio member of the State Council.
7. The members of the State Council are responsible for ensuring the efficient and effective operation of the State Council and taking the appropriate steps to ensure they have the requisite knowledge and training to undertake their role. Required training is to be arranged by RSL Queensland, through the Company Secretary.

## MEETINGS AND QUORUM

1. The State Council shall meet as and when required, but no less than six (6) times per year. Meetings may be requested through the State Council Chair or by any member.
2. Notice of a meeting confirming the date, time, venue and agenda (including relevant supporting papers) will be forwarded to each member no less than seven (7) days prior to the meeting, unless otherwise agreed by the State Council.
3. A quorum shall exist upon attendance by half of the State Council membership plus one.
4. Attendance at the committee will include: members, ex-officio members, Company Secretary and relevant members from the RSL Queensland management. Additional attendees may be extended invites with the permission of the Committee Chair. If the Chair is absent from any meeting of the State Council, the members of the State Council present at that meeting will appoint a Chair for that meeting.
5. Meetings shall be conducted in person or using telephone or, if consented to by all State Councillors, other technology. The consent may be a standing one. Consent may only be withdrawn within a reasonable period before the meeting.
6. If a meeting of the State Council is held using any technology and all State Councillors take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.
7. The following provisions apply to a meeting using technology:
  - a) each of the members of the State Council of District Presidents taking part in the meeting must be able to hear and be heard by each other;
  - b) at the commencement of the meeting, each member of the State Council of District Presidents must announce his or her presence to all the other persons.

- c) No person may leave a technology meeting by disconnecting his or her link to the meeting unless that person has previously notified the Chair of the State Council of his or her intention to do so.
  - d) A State Councillor is conclusively presumed to have been present and to have formed part of the quorum at all times during a technology meeting unless that State Councillor has previously obtained the express consent of the Chair of the State Council to leave the meeting.
8. Meeting minutes will be recorded by an independent minute taker.
9. The State Council will cause minutes to be kept of each meeting of the State Council in which the following is recorded:
- a) proceedings and resolutions of each meeting of the State Council; and
  - b) resolutions passed without a meeting.
10. Upon confirmation of the minutes at the next meeting of the State Council, the Chair of the State Council must sign the minutes evidencing that they are a true and accurate record of the meeting and the resolutions passed at the meeting.
11. The State Council must supply to the Board copies of the minutes of each meeting of the State Council.
12. Regarding the passing of resolutions:
- a) Resolutions may be passed during a meeting or outside of a meeting (by circular resolution);
  - b) All resolutions will be passed by a simple majority, unless it is a circular resolution in which case it will require 100% of all eligible votes;
  - c) The Chair has one vote only and does not have a second or casting vote; and
  - d) If the vote is tied, the motion will be decided in the negative.
13. The following requirements apply to circular resolutions:
- a) The State Councillors may pass a resolution without a meeting of the State Council being held if all State Councillors entitled to vote on the resolution (except a State Councillor absent from Australia who has not left an email address at which he or she may be given notice) sign a document containing a statement that he or she is in favour of the resolution set out in the document.
  - b) For the avoidance of doubt, resolutions passed under this clause 13 must be unanimous.
  - c) Separate copies of a document may be used for signing by State Councillors if the wording of the resolution and statement is identical in each copy.
  - d) The resolution is passed when the last State Councillor entitled to vote signs and returns the document referred to in clause 13.a to the Secretary.
  - e) An email message addressed to or received by the Chair of the State Council of District Presidents and purporting to be signed or sent by a State Councillor must be treated as a document in writing signed by that State Councillor.
14. The State Council Chair will report on the activities of the State Council at the Board meeting immediately following a State Council meeting. Any recommendations of the State Council must be referred to the Board for approval.

## REPORTING TO THE BOARD

1. The State Council will report to the Board on all matters relevant to their roles and responsibilities. The report will include details of meeting agendas, papers and minutes of the State Council.
2. The State Council Chair will also, if requested, provide a brief oral report as to any material matters arising out of the State Council meeting. All Directors will be permitted, within the Board meeting, to request information of the State Council Chair.

## CONFLICTS OF INTEREST

1. State Council members must:
  - a) Disclose to the State Council any actual, potential or perceived conflict of interest which may exist as soon as they become aware of the issue; and
  - b) Take any necessary and reasonable measures to try and resolve the conflict.
2. Unless the State Council decides otherwise, if a conflict or potential conflict situation exists, the conflicted State Council member will be excluded from all considerations of the matter by the State Council including any segment of the State Council papers or other documents containing any reference to the matter.

## SCOPE, ACCESS AND AUTHORITY

1. The Board has not delegated any decision-making authority to the State Council.
2. The State Council is authorised to investigate any matter within the scope of its responsibilities and make appropriate recommendations to the Board.
3. The State Council has the authority to seek relevant information it requires to carry out its duties from any employee of RSL Queensland, including requiring attendance from any RSL Queensland employee at a Committee meeting. The State Council should direct all such enquiries initially through the CEO or their delegate.
4. The State Council has the authority to consult any independent professional advisers it considers appropriate to assist in meeting its responsibilities. The State Council should direct any request for independent professional advisers through the Chair of the Board.
5. The State Council shall at all times act in the best interests of the RSL Queensland.

## REVIEW

1. These Terms of Reference will be reviewed at least annually by the Board, in consultation with the State Council itself.
2. To ensure ongoing credibility, the State Council will self-evaluate its own performance annually, and report the results of this self-evaluation to the Board.

Approved by the Board on 24 March 2022.