



RETURNED & SERVICES
LEAGUE OF AUSTRALIA

QUEENSLAND BRANCH

BOARD SURVIVAL KIT

MARCH 2015

FIRST EDITION

This Board Survival Kit is an accompaniment to
Training Office Bearers (TOBi) e-learning modules.

Board Survival Kit

Published by Returned & Services League of Australia (Queensland Branch),

Brisbane Queensland Australia

Requests and inquiries concerning reproduction should be addressed to:

RSL (Queensland Branch)
283 St Paul's Tce
Fortitude Valley, Qld 4006

Phone: (07) 3634 9444

Fax: (07) 3634 9400

www.rslqld.org

Email: tobi@rslqld.org

First published: March 2015



RETURNED & SERVICES
LEAGUE OF AUSTRALIA
QUEENSLAND BRANCH

TOBi - Training Office Bearers

TOBi the Training Office Bearers program is the work of RSL (Queensland Branch), which has been undertaken with the sole purpose of providing a general understanding of charity compliance and governance related matters, facing Sub-Branch's in Queensland. It is not intended to be relied upon or be a substitute for legal or other professional advice. It is the responsibility of the Sub Branch Board to assess whether they need more detailed information.

While all care has been taken in the preparation of this Kit, no responsibility is accepted by the RSL (Queensland Branch), or its staff, for any errors, omissions or inaccuracies.

Every effort has been made to ensure that the information supplied is accurate and up to date at the time of printing.

All information has been sourced from relevant government and governance specialists' resources.

No responsibility will be accepted by the RSL (Queensland Branch) for any known or unknown consequences that may result from reliance on any information provided in this Kit.

Any suggested amendments, inclusions or relevant comments should be forwarded to tobi@rslqld.org.



This guide has been developed as a means of familiarising those who are new to Boards, and new to working with charities, with the kinds of things they should expect (and are expected of them!) as an RSL Sub-Branch Board Member.

TABLE OF CONTENTS

Overview 8

Welcome aBoard	8
Purpose of this Board Survival Kit.....	8

What are Boards? 9

Roles on the Board	9
Who can be on a Board?	10
Why become a Board Member?	10
The Good	11
The Bad	11

What do Boards do? 12

Legal Accountability	13
Governance Standards	14
Duty to act in good faith and with reasonable care and diligence.....	14
Duty to act in the best interests of your Sub-Branch and for a proper purpose	16
Duty not to misuse information or misuse your position	16
Duty to disclose conflicts of interest.....	16
Duty not to trade whilst insolvent and responsibly manage the financial affairs.....	17
Duty to maintain confidentiality	18
Duty to observe the constitution	18
Duty to avoid negligence, fraud and other wrongs	18
Meeting Financial Obligations.....	18
Develop a Budget	19
Strategic Vision and Objectives	20
RSL Representation	21
Speaking to the Community.....	21
Promoting the RSL Values.....	21
Board Evaluation	21
Meetings – Being Transparent.....	22
Keeping Records.....	23

What do Board Members do? 24

Important Documents 27

Constitution	27
By-Laws.....	28
Code of Conduct	29

Being a Charity 30

Australian Charity & Not for Profit Commission (ACNC) ..	31
The RSL and the ACNC.....	31
Who is the ACNC?	31
What the ACNC does.....	31
ACNC Governance Standards.....	32
Australian Taxation Office (ATO)	34
Benefits of having a TCC for an RSL Sub-Branch	34
Tax-Deductible Gifts	34
Fundraising.....	35
Office of Fair Trading.....	35
Office of Liquor and Gaming Regulation (OLGR)	35
Compliance with being a Charity	35
ACNC	35
Tax	37

Being Incorporated 38

Benefits of being Incorporated	38
Staying Incorporated	39
Meeting Financial Obligations.....	40
Handling Disputes	40

Being Unincorporated 41

What is the role of members of a Sub-Branch? 43

Rules of Record Keeping 44

Write things down or in today's world	
keep electronic records	45

Financial	45
Minutes & Agenda's	45
General	45
Make sure your records are stored in an appropriate manner.....	46
Be Diligent	46

Ensure your Insured 47

RSL (Queensland Branch) Insurance Policies	47
Public & Product Liability	48
Personal Accident Insurance (Volunteer Member Insurance)	48
Making a Claim	48
Other Types of Insurance	49
Contents Insurance.....	49
Building Insurance	49
Directors and Officers Liability Insurance	49
Workers' Compensation	49

Meetings & Minutes 50

Purpose of meetings	50
Types of Meetings	51
General	51
Annual General	52
Board/Committee.....	53
Informal Meetings.....	54
Extraordinary or Special	54

The Anatomy of a Board Meeting 56

Before the Meeting.....	56
Order of Business	56
Opening Stages	57
Apologies.....	57
Acceptance of New Members	57
Minutes	58
Adopting the Minutes	58
Minor Alterations to the Minutes.....	58
Major Alterations to the Minutes.....	58

Business Arising out of the Minutes	58
Correspondence	59
President's Report.....	59
Charitable Activities Report.....	60
Treasurer's Report	60
General Meeting - Accounts for Payment.....	60
Motions on Notice	60
Business Left Over From Previous Meeting.....	61
Committee/Auxiliary Reports.....	61
Notices of Motion.....	61
Other Items.....	61
General Business	62
Date of Next Meeting.....	62
Close of Meeting.....	62
Adjournment.....	62

Making Motions 63

How to make a motion.....	63
Mover	63
Absence of the Proposer of a Motion.....	64
Seconder	64
Seconding Without Remarks.....	64
Other Speakers	64
Reply	64
Putting the Question.....	65
Restriction on Moving	65
Withdrawing a Motion	65
Repetitious Motions.....	65
Alteration of a Motion.....	65
Amendments to Motions.....	65
Other Amendments	66
Restriction on Speeches.....	66
Motions Ruled Out of Order.....	66
Motion Discharged from Agenda.....	67
Procedural Motions	67
Meeting Etiquette	68
Who may speak at meetings?	68
Addressing the Chair	68
Respect to Chair	68
Disagreement with Chairman's Ruling.....	68

TABLE OF CONTENTS

Absent Members	68	Internal	84
Committee of the Whole	68	Memberships	87
Conducting Vote	69	Keeps Records	88
Voting Procedure	69	Registers	89
Objection to Validity of Vote	69	The Secretary at Board Meetings	89
Debate	69	About the Minutes	90
Adjournment of Meeting or Debate	69	What is Included in the Minutes	90
Explanation	70	How to Take Minutes Effectively	91
Disorderly Conduct	70	How are Minutes Verified?	92
Apology or Explanation for Offence	70	Making the Minutes Available	92
Suspension	70	Annual General Meeting	92
		External	93
The President's Survival Kit	71	The Secretary and Charity Compliance	96
What's the Point of the President?	71	Record	96
Qualities of the President	72	Report	97
Specific Duties of the President	72	Submit	97
Signing Officer	73		
Board Evaluation	73	Glossary of Terms	98
The President and Meetings	73		
Qualities of a Chairperson:	73	Useful Templates	102
During the Meeting	74	Code of Conduct	102
Annual General Meeting	75	Conflict of Interest Policy	103
The President and Charity Compliance	75	Board Evaluation	104
		Financial Warning Signs	105
The Treasurer's Survival Kit	76	Advice of Public Liability Insurance to Members	106
What's the Point of the Treasurer?	77	Advice of Public Liability Insurance to prospective Board Members	107
Qualities of the Treasurer	77	New Board Member Letter	108
Specific Duties of the Treasurer	77	Declaration Not Disqualified	109
Internal	77		
Keeps Records	78	Other Templates Available	110
The Treasurer and Meetings	78		
External	79	Useful Resources	111
The Treasurer and Charity Compliance	81		
The Secretary's Survival Kit	83		
What's the Point of the Secretary?	84		
Qualities of the Secretary	84		
Specific Duties of the Secretary	84		

This Board Survival Kit
is an accompaniment to
e-learning modules.

Contact your District
Office for login details.

Website: tobi.rslqld.org





BOARD SURVIVAL KIT

MARCH 2015

OVERVIEW

Welcome aBoard

The RSL is one of Australia's oldest and most respected community organisations assisting Veteran's and their dependants and we're delighted to welcome your contribution.

The RSL is a charity and as such, we have certain reporting obligations to Federal and State Bodies and certain rules which we must follow so that we can continue doing the work we do.

This guide has been developed as a means of familiarising those who are new to Boards, and new to working with charities, with the kinds of things they should expect (and are expected of them!) as an RSL Sub-Branch Board Member.

Purpose of this Board Survival Kit

The purpose of this Kit is to provide a handy reference guide, to aid you in understanding the commitment to being a Board Member of a Sub-Branch. This Kit provides the following information:

- ✓ **Broad overview of key legislative requirements for RSL Board Members;**
- ✓ **Overview of features of good governance practices; and**
- ✓ **Practical tips and templates to assist in fulfilling your Board responsibilities.**

The intent of this Kit is to be a tool to facilitate improved understanding of legal obligations and better practices, and present some ideas and resources to contribute to the implementation of effective governance within your Sub-Branch.

The contents of this Kit are based on legislative requirements and relevant RSL best practice at the time of the preparation of the Kit.

WHAT ARE BOARDS?

An RSL Sub-Branch Board is a body of elected Board Members from its membership who jointly oversee the activities of the Sub-Branch. A Board's responsibility is determined by the powers, duties and responsibilities delegated to it by the Sub-Branch's Constitution.

The RSL as an organisation also has certain legal and financial responsibilities that its Sub-Branch's must meet in order to keep the purpose of the RSL alive.

The goal of the Board is to help the Sub-Branch pursue its purpose.

RSL Sub-Branch boards are run by the members, to support the serving and ex-serving community and their dependants and promote the values of the RSL within the community.

Roles on the Board

All boards within the RSL have a group of specific roles that must be present in order to be compliant and functional. The Board must have at least three members:

- ✓ **President**
- ✓ **Treasurer**
- ✓ **Secretary**

While everyone on the board is working towards the same cause – the advancement of the Sub-Branch – the different office bearers' roles have further duties in addition to their responsibilities as a Board Member, these are discussed in more detail later in this document. However, all Board Members have the following responsibilities:

- Support Executive Board Members (President, Secretary and Treasurer) by participating actively in meetings;
- Participate in discussions – your opinion is warranted – that is why you were elected;
- Volunteer your time, if you can, to supporting Sub-Branch activities;
- Keep in regular contact with other Board Members, veterans, and the wider community – you need to keep abreast of what's going on so that you can contribute effectively;
- Involve yourself in forward planning processes and monitor performance;



BOARD SURVIVAL KIT

MARCH 2015

- Ensure you complete, within designated timeframes, any tasks or actions for which you have been nominated;
- Represent the Sub-Branch at community events;
- Declare any conflict of interest (potential or actual);
- Regularly review the financial statements of the Sub-Branch.

Who can be on a Board?

You do not usually have to have any specific qualifications to be a Board Member. However, the best boards are those that have a good mix of a large range of skills. That said we often just have to work with what we have!

Through a formal system of nominations and voting, the members of the Sub-Branch elect members to the Board.

A board must have a minimum of three members, with up to a maximum of ten Board Members or more if approved by the Legislative & Awards Committee.

All Board Members, regardless of qualifications, need to be “eligible” to hold that position. An eligible person is:

- A Life or Service member of the Sub-Branch; and
- An adult over the age of 18 years; and
- Be clear of any unexpired criminal record; and
- Not be bankrupt or under administration; and
- Not have already served on the Board for 12 years.

There are some instances where non-life or service members can be elected to the Board. Approval must be sought from your District Office for the appointment of non-member Secretary or Treasurer. Refer to your Sub-Branch Constitution for further information.

Why become a Board Member?

Most Sub-Branch Board Members will tell you that the personal benefits and rewards most definitely outweigh the sacrifices – at least, they do most of the time. But there will no doubt be some frustrations along the way.

The reason we have given you access to this level of detail regarding your responsibility as a Board Member is not to put you off board service, but rather to ensure you go into it with your eyes opened as widely as possible. If at any time you feel that the learning curve might be too steep, or if you'd like something explained in more detail, remember that the RSL is committed to assisting each and every Sub-Branch in Queensland to meet these requirements.

THE GOOD

Many of our Sub-Branch Board Members claim 'personal satisfaction' when asked what reward they get from their service, but where does that satisfaction come from?

Helping out your mates

The institution of the RSL runs deep in the veins of Australia. It is a part of our cultural landscape and has always been a charitable organisation dedicated to the Veteran community. Your Sub-Branch is a place where serving and ex-service men and women of all ages can positively impact the lives of those that they once stood shoulder-to-shoulder with in the field as well as the needy, aged and vulnerable within the community.

Being able to support and care for those that served has been, and will continue to be, one of the greatest rewards when working on a Sub-Branch board. Contributing to the achievement of something you really believe in, making a significant difference to people's lives and affirming the mateship bond that exists amongst Veterans brings a form of satisfaction that is unlikely to be equalled in other areas of your life.

Exercising power

Being on a Sub-Branch board offers the opportunity to play a large part in the decision-making process of your RSL. In such a way, Board Members can have real power over the way their Sub-Branch is managed and help to determine the direction it will take.

Being inspired

Most people know the buzz that can come from being part of an effective team. Working with like-minded, dedicated people, not for material gain but for the good of the cause, is another experience opened up to Sub-Branch Board Members. That passion, commitment and spirit of generosity can be difficult to find in civilian life.

THE BAD

As you are no doubt aware, working on a Sub-Branch board isn't always smooth. In fact, you will have to overcome frustrations all the time. Satisfying the bean counters, for example, and ensuring that all paperwork is in order to meet our reporting obligations to the government, can be trying at the best of times. Also the constant challenges of making sure the paperwork is completed and that the Sub-Branch has enough money to function effectively can be a constant struggle for Board Members.

Your role on the board of a Sub-Branch should not be taken lightly; your election to the board signifies that the other members trust you to faithfully and diligently perform the task of steering the Sub-Branch for the duration of your time on the Board.



WHAT DO BOARDS DO?

The board has an important role to play in the life of a Sub-Branch. The board's job is to provide purpose, leadership and overall strategy. It must ensure the Sub-Branch's finances are sound, its operations are legal, and its procedures work.

Aside from this, a board is largely defined by what it does. There are several broad tasks that all boards are responsible for:

- Legal Accountability;
- Meet Financial Obligations;
- Strategic Vision and Objectives;
- RSL Representation;
- Board Evaluation;
- Meetings;
- Keeping Records.

RSL Sub-Branch boards are given legal authority and responsibility to develop and oversee policies and practices to:

- Keep the organisation true to its purpose;
- Responsibly and ethically manage its finances;
- Safeguard its assets;
- Operate in the Veteran community's best interest.

Many Sub-Branch's are small groups with no staff or limited active volunteers (other than the Board Members themselves). In these cases the board might be responsible for doing everything from operating the barbecue at a sausage sizzle to developing a fundraising strategy and making sure the finances are in order.

Legal Accountability

An RSL Sub-Branch board is responsible for ensuring that their Sub-Branch is meeting all of its legal requirements as a charity and remains accountable to a number of government authorities. Members of the board need to ensure compliance, integrity and financial solvency.

Legal accountability applies to all Board Members, and you are required to act in a certain way when performing your role. These legal accountabilities come from two sources:

- legislation (that is, statutory duties); and
- the law developed by the courts (that is, “judge-made law” or common law).

A Board Members duty under statutory and common law arises because of the position of trust that the members of the Sub-Branch have voted you in that role holds.

This means the Board ultimately bears legal responsibility for the Sub-Branch and should ensure the Sub-Branch adheres to the following:

- The Objects of the Sub-Branch are pursued;
- The Constitution of the Sub-Branch is followed;
- The business of the Sub-Branch is conducted honestly;
- The Sub-Branch complies with all laws and contractual obligations;
- The Sub-Branch keeps proper financial records and can pay its debts.

The Board of a Sub-Branch needs to ensure that their Sub-Branch acts according to its purpose and operates for the reason for which it receives charity-related tax exemptions.

One of the Board’s most important roles is to ensure that there are adequate resources for the Sub-Branch to achieve its objectives.

There are several governing bodies that we report to as Sub-Branch boards and as an organisation as a whole. These include but are not limited to:

- The Australian Charities and Not-for-Profits Commission (ACNC);
- The Office of Fair Trading (OFT);
- The Australian Tax Office (ATO);
- The Office of Liquor & Gaming Regulation (OLGR).

These are government bodies and as such are empowered by legislation to inspect our practices and ensure we are compliant.



BOARD SURVIVAL KIT

MARCH 2015

Whilst you don't need to know the law inside and out, it can be good to know where these powers are enshrined. You can learn more about the relevant legislation here:

Australian Charities and Not-for-profits Commission Act 2012

www.comlaw.gov.au/Details/C2014C00015

Australian Charities and Not-for-profits Commission Regulation 2013

www.comlaw.gov.au/Details/F2013C00451

Associations Incorporation Act 1981

www.austlii.edu.au/au/legis/qld/consol_act/aia1981307/

Associations Incorporation Regulation, 1999

www.austlii.edu.au/au/legis/qld/consol_reg/air1999398/

Collections Act, 1966

www.austlii.edu.au/au/legis/qld/consol_act/ca1966137/

Collections Regulation, 2008

www.austlii.edu.au/au/legis/qld/consol_reg/cr2008228/

Charitable & Non-Profit Gaming Act, 1999

www.austlii.edu.au/au/legis/qld/consol_act/canga1999269/

Governance Standards

There are **eight** key governance responsibilities you need to be aware of as a member of a Sub-Branch board.

1

Duty to act in good faith and with reasonable care and diligence

Board Members must discharge their duties with the care and diligence of a "reasonable person" in their position. This means you are expected to do what you'd expect anyone else to do in your place - pay attention, put in the work, read the papers carefully, ask about anything you don't understand, and ask again about anything that seems out of place. You would be surprised how uncommon common sense is!

This duty imposes a fixed standard regardless of the capabilities and state of mind of any individual Board Member. It is therefore entirely possible that even though a member honestly believes they are acting in the best interests of their board, the law may take the opposite view.

In general terms you will meet the duty of care and diligence if you:

- Make a decision to take, or not to take, action in good faith and for a proper purpose;
- Do not have any material personal interest in the matter;
- Inform yourself about the matter to the extent you reasonably believe is appropriate;
- Reasonably believe that your judgement is in the Sub-Branch's best interests.

The Board Member's belief is taken to be rational unless no reasonable Board Member could have held it. But to rely on this rule, the Board Member must actually make a judgement, and not just do nothing. In addition, you're expected to:

- Make certain that your board undertakes good financial reporting practices;
- Ask questions and seek more information when you believe it is required;
- Define appropriate board policies and supervise their implementation;
- Understand your board's core work;
- Keep abreast of governance issues.

Put simply, in order to make sure you are demonstrating reasonable care and diligence, ask yourself:

- *Would someone who was observing me think that I was being careful and conscientious in my duties?*
- *Do I follow the Sub-Branch's Code of Conduct?*
- *Can the Sub-Branch pay its bills?*

As a Board Member, it is impossible to do everything, in fact in some cases you aren't even allowed too, think of the President who can't be the Treasurer. How are you supposed to ensure that the financial records are up to scratch if you don't control the books?

This is called delegation of powers. It means that you are protected from a breach of your duty of care and diligence if, after making appropriate inquiries, you believe "reasonably and in good faith" that the delegate is reliable and competent. You're not expected (or allowed) to micromanage the finances, but you have to be satisfied that the Treasurer is on top of things.

Similarly, you can rely on the professional advice of others if the reliance is in good faith and you have independently assessed the advice. Such reliance is reasonable unless proven otherwise.



BOARD SURVIVAL KIT

MARCH 2015

2

Duty to act in the best interests of your Sub-Branch and for a proper purpose

You may have been put on the board as an elected board executive, with the members of your Sub-Branch voting you in. Perhaps the previous board Secretary unexpectedly passed away and you were the only one available to take over. Maybe there are only three of you on your Sub-Branch board. Either way, it makes no difference; you can, and should, pass on the views of the members to the full board, but when the time comes to make a decision, you have to act in the interests of the Sub-Branch, not those of your supporters, sponsors or your son-in-law down the road who owns a painting business.

Put simply, you should ask yourself:

- *Is this decision in the best interest of the Sub-Branch and does it further the Objects of the Sub-Branch?*

3

Duty not to misuse information or misuse your position

Linked to the previous point, Board Members have to act in the best interests of the Sub-Branch, not themselves. If you hear that the RSL wants to buy a plot of land, you can't dash out and buy it first and then resell it; that's using privileged information for your own ends.

The law prohibits Board Members from using their position to gain an advantage for themselves or for another or to cause detriment to the Sub-Branch they are governing. A breach of this law may carry civil or criminal penalties.

Put simply, you should ask yourself:

- *Am I using my position as a Board Member, or information I have received as a Board Member, for the benefit of the Sub-Branch? Or am I using it for my own interests or the interests of my family or others I have a relationship with?*

There is significant overlap between this duty and the duty to avoid a conflict of interest.

4

Duty to disclose conflicts of interest

It is important for the continued survival of your Sub-Branch that the board is seen to act in a manner which is transparent and consistent in approach and purpose. You must always declare any conflicts of interest to ensure your board is conducting its business honestly.

A conflict of interest arises when a Board Member is compromised by some personal or professional

interest. This means if there is a chance you are going to benefit by the decision made by the Board, then you must declare your interest.

A conflict of interest can also relate to an associated family member or entity of a Board Member deriving personal gain. The personal gain can be monetary or in-kind.

Any declarations made should be noted in the Minutes of the meeting and the Board Members should leave the room and not take a role in the matter.

Most boards will be governed by rules that have particular provisions for the handling of conflicts of interest so you should check if such rules exist for your Sub-Branch and then follow them to the letter.

Put simply, ask yourself:

- *Would an independent observer be sure that I was acting in the best interests of the Sub-Branch? Or might they think I was acting in my own interests?*

5

Duty not to trade whilst insolvent and responsibly manage the financial affairs

One of the more notable duties, trading while insolvent, is one of the few things that does have the potential to cause you real trouble - as a Sub-Branch, as a board and as an individual.

The insolvent trading provisions are some of the most important in law. These provisions compel Board Members not to allow the Sub-Branch to trade while insolvent (unable to pay debts as and when they fall due) and not to allow the Sub-Branch to become insolvent.

To avoid breaching this duty, ask yourself:

- *Will the Sub-Branch be able to pay its debts as and when they fall due? If the Sub-Branch is signing any new agreements, will the Sub-Branch be able to pay those bills?*

Penalties for insolvent trading can be severe and disqualification from sitting on other boards may be imposed.

In very serious cases, Board Members may be criminally liable, which can mean a prison sentence. For this reason, it's vital that legal and financial advice is sought at the slightest hint of danger.

Ignorance is no excuse. As a Board Member you have a duty to understand the financials.



BOARD SURVIVAL KIT

MARCH 2015

6 Duty to maintain confidentiality

As mentioned above, you're not allowed to use confidential information for your own benefit, and you're not allowed to pass it on to anybody else.

Don't just assume you have to shut up about everything, either; in the interests of transparency, your board should be willing to release information about your Sub-Branch that doesn't have personal or financial consequences.

7 Duty to observe the constitution

You're bound by what's in your Sub-Branch's constitution, its By-Laws, its policies, and the standing orders.

All of these should be written down, and you should get a copy. You're not legally bound by traditions, conventions, or understandings, though you probably shouldn't trample all over these until you've learned why they're there! Ask your Secretary for a copy of these documents.

The RSL has layers of Constitutions, Sub-Branch to District to State to National. However, your Sub-Branch Constitution is the guiding document for the purpose of your role. However, if your Constitution or By-Laws are silent on the matter the next higher document is relevant.

8 Duty to avoid negligence, fraud and other wrongs

A Board Member must not engage in any activities which amount to fraud, negligence, and breach of trust or breach of duty.

All Board Members are responsible for ensuring that their board is legally compliant.

Meeting Financial Obligations

When you join a Sub-Branch board, you are accepting the obligation to look after your Sub-Branch's finances. Any Sub-Branch board, big or small, needs to have a good understanding of its financial duties and take them seriously.

The board is expected to be capable of understanding the affairs of the Sub-Branch well enough to reach a well-informed opinion of its financial position. Naturally, this requires some familiarity with financial reports.

Every year, the Treasurer will prepare a financial report. The preparation of such reports is not always simple and many boards seek professional help in doing so. Generally, these reports will include:

- A review of the year's operations and details of any important changes;
- Information regarding the Sub-Branch's primary activities;

- Details of any circumstances that have affected, or could affect the Sub-Branch's operations or likely developments in future years;
- Names of Board Members and the period for which they have filled the position;
- Information regarding Board Members' fees (honorariums / out of pocket expenses);
- All earnings from the Sub-Branch and related organisations;
- Information regarding the solvency of the Sub-Branch, including income and expenditure.

It is worth noting that individual Board Members are not required by law to attend to the financial affairs of the Sub-Branch personally, but they must ensure that they engage people who are competent enough to handle the requirements of the specific situation, such as the Treasurer.

A financials warnings sign sheet has been provided at the end of the Kit.

However, it is not sufficient to appoint someone qualified only to do basic accounting where only the resources of a large accounting firm could cope with the task at hand.

You should also know enough about financial matters to be able to understand the workings of the budgets and accounts. If you do not know what words like 'revenue', 'assets' and 'income' mean, seek opportunities for further training or speak to your District office.

It is important to be aware the RSL in Queensland operates its financial activities on a Calendar year basis that is January to December.

DEVELOP A BUDGET

The board is responsible for creating and maintaining the financial plan for their Sub-Branch in order to meet its charitable objectives and continue to remain solvent.

Generally, the board must finalise and approve the annual budget before the Annual General Meeting (AGM) and approve any expenditure outside of the approved budget.

RSL Sub-Branch Board Members should develop a broad understanding of their Sub-Branch's programs and priorities as an essential component of their duty of care. This knowledge will allow the Board to more effectively consider budget figures and evaluate how closely they align with their goals for the coming year.

All Board Members need to be committed to the budget to make it work.



Strategic Vision and Objectives

A Sub-Branch board predominantly serves the Veteran community and their dependants and those in the wider community who are needy and vulnerable.

It is the board's role to:

- *Understand the needs of its members and the community and pursue the Objects stated in their constitution;*
- *Maintain the values and ethics of the Sub-Branch;*
- *Determine the goals of the Sub-Branch for the year.*

For RSL Sub-Branch boards this means identifying and documenting what they are doing, for whom, and why they are doing it.

It is important to keep detailed records as your Sub-Branch board is not only accountable to its members but also has to maintain an expected level of transparency for government bodies, such as the ACNC, ATO and the OFT.

RSL Representation

The board is the primary link between the Sub-Branch and the veteran community it supports. It represents the interests of the RSL Sub-Branch to its members, potential members and the broader community and it should filter the diversity of the community back into charitable activities that the Sub-Branch pursues.

SPEAKING TO THE COMMUNITY

A Board Member must be familiar enough with the activities of their Sub-Branch to clearly explain their Sub-Branch's purpose, accomplishments and goals. The RSL is highly visible in Australia, almost every major community has an RSL presence, and it is the responsibility of the board to build public awareness and reach new and broader audiences.

PROMOTING THE RSL VALUES

This may involve Board Members speaking at functions, attending schools and other community events where they introduce the Sub-Branch and its purpose. A regular article or column in your RSL Newsletter by a prominent Board Member will build further credibility to your Sub-Branch's mission.

Board Evaluation

A board
evaluation
checklist has been
provided at the
end of the Kit

RSL Sub-Branch boards need to regularly evaluate themselves to ensure they remain representative, responsive and effective.

An evaluation encourages all Board Members to reflect on what the board has accomplished, as well as on what it should be doing and how it works. Such a review can optimally result in all Board Members contributing to setting goals of the board. The commitment of all Board Members to the board's priorities and to improving board effectiveness makes those goals all the more likely to be completed.

Being a responsible Board Member is hard work and is often a thankless job. An evaluation which points out strengths as well as weaknesses can give a board a sense of its own competence and accomplishment as a whole. This is a great foundation on which to build positive change.



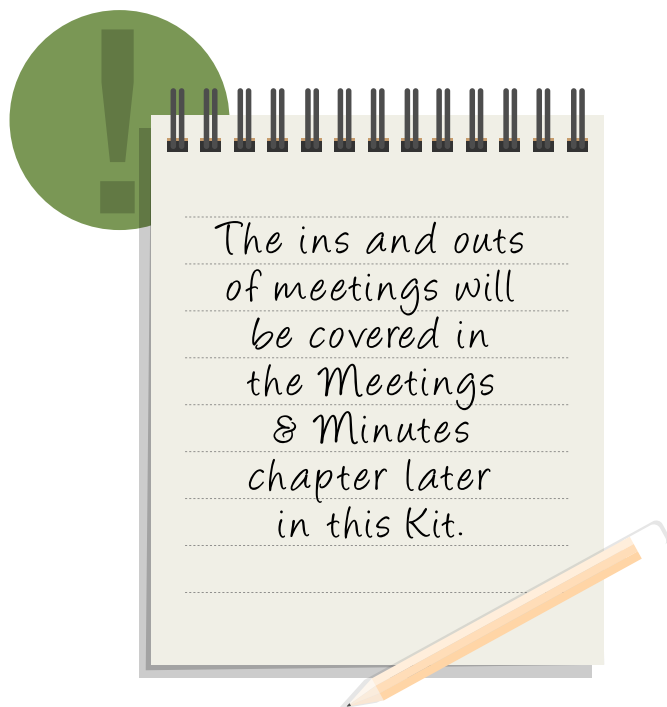
Meetings – Being Transparent

Sub-Branch's must conduct meetings in accordance with their Constitution. There are a number of different types of meetings Sub-Branch's hold including:

- board meetings;
- general meetings; and
- annual and special general meetings.

The purpose of holding meetings is to be transparent to the members of the Sub-Branch and as a minimum a Sub-Branch must hold an Annual General Meeting detailing to the members the activities and financial affairs of the Sub-Branch. The board must hold a board meeting every four (4) months.

Minutes are a written record of what was discussed and decided at a meeting. One of the key legal tasks of the Secretary of a Sub-Branch is to make sure that accurate minutes are made of the Sub-Branch's meeting, and that these are kept in a safe place.



Keeping Records

Record keeping is the process and system of maintaining Sub-Branch documents so that such records can be found quickly and easily.

Records management is defined by Australian Standard AS 4390–1996 as ‘the discipline and organisational function of managing records to meet operational business needs, accountability requirements and community expectations’ (Standards Australia 1996, pt 1, p. 7, 4.23).

Records may come in many different forms and may be created or received by a Sub-Branch in any medium, such as:

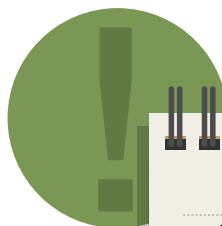
- paper or electronic;
- documents or files;
- plans, photographs or drawings;
- handwritten notes or documents;
- correspondence, forms or receipts.



The successful operation of a Sub-Branch is highly dependent on the effectiveness of its record keeping system. The cost of an unreliable system may lead to:

- litigation, if there is no paper trail
- time wasting.

Both State and Federal legislation have complying requirements to maintain accurate records and retain them for a certain period; the general rule of thumb and would cover most legislative requirements is seven (7) years.





WHAT DO BOARD MEMBERS DO?

Being on a Sub-Branch board is a big commitment in time and effort. You will have to attend meetings, vote on issues, discuss financial issues and be comfortable in evaluating the performance of yourself and your board.

The goal of the Sub-Branch Board is to help the Sub-Branch pursue its purpose.

Through a formal system of nominations and voting, the members of your Sub-Branch have elected you to join as a Board Member.

As a Board Member, your purpose is to work cooperatively with other Board Members to assist the board in meeting its goal of helping the Sub-Branch to pursue its purpose.

This duty is not to be taken lightly; your election to the board signifies that the other members trust you to faithfully and diligently perform the task of steering the Sub-Branch for the duration of your time on the board.

Many people approach their role on a Sub-Branch board more casually than they would a position on a private sector board. It is easy to see why; Board Members are unpaid; generally have little governance experience in civilian organisations, and the amount of paperwork can seem daunting, especially if you are a small Sub-Branch. However, legally, and certainly ethically, Sub-Branch boards are subject to the same expectations and responsibilities as the private sector.

Being on a Sub-Branch board is a big commitment in time and effort. You will have to attend meetings, vote on issues, discuss financial issues and be comfortable in evaluating the performance of yourself and your board.

Every Board Member has equal say in any matter raised at board meetings and you are responsible for the direction your Sub-Branch takes. As a Board Member, you have an opportunity to shape the destiny of your Sub-Branch. Whether you are passionate for a cause, or just want to help your mates out, being on a Sub-Branch board is a chance to make a difference in your community.

By accepting the role of a Board Member on a Sub-Branch, you are agreeing to act in the best interests of the Sub-Branch and are accountable for the decisions you make.

*See overleaf
for some useful
tips!*

Your general duties as a Sub-Branch Board Member include:

- Support Executive Board Members (President, Secretary and Treasurer) by participating actively in meetings;
- Participate in discussions – your opinion is warranted – that is why you were elected.
- Volunteer your time, if you can, to supporting Sub-Branch activities;
- Keep in regular contact with other Board Members, veterans, and the wider community – you need to keep abreast of what’s going on so that you can contribute effectively;
- Involve yourself in forward planning processes and monitor performance;
- Ensure you complete, within designated timeframes, any tasks or actions for which you have been nominated;
- Represent the Sub-Branch at community events;
- Declare any conflict of interest (potential or actual);
- Review the financial statements of the Sub-Branch when presented.

Board Members are charged with working collectively to act as the “mind” of the Sub-Branch they serve. In doing so, they must work together to:

- Determine the Sub-Branch’s focus;
- Set a strategic vision and plan;
- Ensure the Sub-Branch is financially viable and legally accountable;
- Ensure the Sub-Branch has adequate resources;
- Work to enhance the Sub-Branch’s public image;
- Assess the board’s effectiveness.

In practice, this may involve, among a number of other tasks:

- Approving major programs and projects undertaken by the Sub-Branch in achieving its purpose;
- Attending and participating in meetings;
- Undertaking or overseeing fundraising activities;
- Keeping on top of relevant laws and regulations;
- Representing the Sub-Branch’s views during community meetings;
- Managing risk;
- Setting and approving budgets;
- Acting as the Sub-Branch’s spokesperson;
- Organising and attending board evaluation activities.

TIPS

for board members!



- As a Board Member of your Sub-Branch, you are accountable to its members;
- Ask for a copy of the Constitution and always follow your Constitution;
- Be aware of your duties and responsibilities – ask for training if anything is unclear;
- At each meeting consider whether you have a conflict of interest in any matter to be discussed;
- Act in the best interests of the Sub-Branch at all times;
- The Sub-Branch must AT ALL TIMES be able to pay in full, all of its outstanding bills;
- The Sub-Branch's money must be spent on something that meets the charitable objects set out in the constitution;

Ask yourself when making decisions:

- Is the decision we are making in the best interest of the Sub-Branch and does it further the objects of the Sub-Branch?
- Am I using my position as a Board Member, or information I have received as a Board Member, for the benefit of the Sub-Branch? Or am I using it for my own interests or the interests of my family or others I have a relationship with?
- Would an independent observer be sure that I was acting in the best interests of the Sub-Branch? Or might they think I was acting in my own interests?

IMPORTANT DOCUMENTS

There are several documents that are key to governing your Sub-Branch. These documents are the formal documents that define your Sub-Branch's purpose, activities and operational processes.

Constitution

A constitution is the foundation for building your Sub-Branch. It contains all the key agreements made by members on how the Sub-Branch will work. In law it is called the "founding document" and it is legally binding on the executive and members of the Sub-Branch. It should tell you the following:

WHY the Sub-Branch exists, its purpose and objectives;

WHO the Sub-Branch's key stakeholders are and who should benefit from its work; and

HOW the Sub-Branch intends to work, its broad principles and the basic structure for the running of the Sub-Branch.

All Sub-Branch's should have a Constitution. All Constitutions are based on the model Constitution available from ANZAC House and duly voted for by the members at a Special General Meeting. The Constitution is based on the Associations Incorporation Act 1981.

If your Sub-Branch is unincorporated you will follow the State Branch Rules, in some instances an unincorporated Sub-Branch has chosen to adopt their own Constitution.

Incorporation under Associations Incorporation Act 1981 requires that RSL Sub-Branch's adopt their own Constitution.

Sub-Branch's must follow their constitution to comply with the law.

Your Constitution sets out the charitable purpose of the RSL. As a Charity you are required by law to actively pursue the purpose of your Sub-Branch. The Constitution sets this out. Use it as your first point of reference to ensure your Board's decisions are sticking to the purpose of your Sub-Branch and not suffering from mission drift.



BOARD SURVIVAL KIT

MARCH 2015

Your Constitution also stipulates:

- How the governance structure must be set up;
- The governing board's power boundaries;
- Responsibilities of office holders (Secretary, President, Treasurer, etc.);
- Meeting procedures (voting rules, minute-taking etc.);
- The number of members the board must have;
- How many Board Members are required at a meeting for a quorum;
- Maximum lengths for Board Member terms;
- How often the board must meet;
- Procedures for dealing with a tied vote;
- How and under what circumstances a special meeting can be held;
- Minimum attendance requirements for members;
- Any restrictions on who can serve as a Board Member;

The purpose of the RSL has been broken up into what are referred to as 'Objects'. You must ensure that any activity your Sub-Branch undertakes can be interpreted to address at least one of these Objects.

As a Board Member, it is a good idea to thoroughly read and understand your Sub-Branch's Constitution both before you agree to join a board and at regular periods during your board service.

Your Secretary will be able to provide you with a copy of your Constitution.

By-Laws


By-Laws are rules made by your Sub-Branch Board to control the actions of its members. They are the specific rules and regulations that apply to your RSL and may not be found at other Sub-Branch's. They can govern anything from specific record keeping requirements to the structure of meetings.

By-Laws must be written and approved by your Board Members then further approved by State Branch before it become binding and operative.

It is recommended that you review your By-Laws on a regular basis.

Your Secretary will be able to provide you with a copy of your Sub-Branch By-Laws.

A Sub-Branch must also comply with any State Branch By-Laws. The State Branch currently has fourteen (14) By-Laws as follows:

- 
1. *Service Membership*
 2. *Standing Orders – Conduct of Meetings*
 3. *Election of State Branch Officers*
 4. *Principles & Guidelines for Re-imbursement of Expenses*
 5. *Appointment of appointed Board Members*
 6. *RSL Auxiliaries*
 7. *Dispute Resolution and Discipline*
 8. *Awards for RSL members*
 9. *Awards for non-RSL members*
 10. *The RSL Sir Raymond Huish CBE Memorial Grant*
 11. *Life Subscription*
 12. *RSL Sub-Branch Chapters*
 13. *Public Comment by Members*
 14. *Wearing of Honours and Awards*

You will need to check if your District Branch has any By-Laws and also be familiar with those.

Code of Conduct



A sample code of conduct has been provided at the end of the Kit

A Code of Conduct is a set of guidelines outlining the principles, values, standards, or rules of behavior of the Sub-Branch Board Members. It will detail further principles that support those laid out in the constitution and By-Laws and support the integrity of the Sub-Branch Board.

It is a good idea to make a thorough reading of your code of conduct before you agree to join a board and at regular periods during your board service.

Your Secretary will be able to provide you with a copy of your code of conduct.



BEING A CHARITY

To be registered as a Charity under law, a Sub-Branch must:

- **Be a not-for-profit;**

Not-for-profits **DO NOT** operate for the profit or personal gain of its individual members. This applies while the Sub-Branch is operating and when it winds up. This means any profit made by the Sub-Branch goes back into the Sub-Branch to enable the Sub-Branch to further carry out its purpose.

It can still be a not-for-profit if it simply provides a benefit to a member while genuinely carrying out its purpose. Being, the member is a veteran who is sick, helpless, wounded, aged, vulnerable, destitute and needy and is helped by the Sub-Branch.

- **Have a charitable purpose;**

The RSL 'purpose' is the reason your RSL Sub-Branch has been established and ensuring your activities work towards achieving the purpose.

A charitable purpose has a special legal meaning, developed over years by courts and parliament. Technically, in law an RSL Sub-Branch's purpose aligns with the Charities Act 2013 of purposes 'beneficial to the general public'.

Another way of looking at it is to consider the purposes the ATO **DO NOT** consider charitable:

- The purpose is to confer private benefits;
- The purpose is sporting, recreational or social;
- The purpose is illegal or against public policy;
- The purpose is commercial;
- The purpose is governmental;
- The purpose is vague or has insufficient value for the community.

- **Be for the public benefit;**

A charity's purpose is for the public benefit if achieving this purpose would be of benefit to the public generally or a sufficient section of the public. A sufficient section of the public in the context of the RSL is veterans and their dependants.

The RSL in law effectively meets all these conditions.

Australian Charity & Not for Profit Commission (ACNC)

This section provides some background information regarding the ACNC and what they require of RSL Sub-Branch boards.

THE RSL AND THE ACNC

Before the ACNC was established, the ATO decided whether an organisation was a charity in order to assess eligibility for charity tax concessions.

On 3rd December 2012, we saw the introduction of the ACNC; this legislation is a significant change to the landscape for charities within Australia.

They are responsible for ensuring that charities comply with their obligations under the ACNC Act which includes governance standards and annual reporting requirements.

WHO IS THE ACNC?

The ACNC is the independent national regulator of charities. The ACNC has been set up to achieve the following objects:

- Maintain, protect and enhance public trust and confidence in the sector through increased accountability and transparency;
- Support and sustain a robust, vibrant, independent and innovative not-for-profit sector;
- Promote the reduction of unnecessary regulatory obligations on the sector.

The priority of the ACNC is to enhance and maintain public trust and confidence in charities.

WHAT THE ACNC DOES

The ACNC is responsible for ensuring that charities comply with their obligations under the ACNC Act and regulations made under it, including enforcing governance standards. It also:

- Registers organisations as charities;
- Helps charities understand and meet their obligations through information, guidance, advice and other support;
- Maintains a free and searchable public register so that anyone can look up information about registered charities;
- Works with state and territory governments (as well as individual federal, state and territory government agencies) to develop a 'report-once, use-often' reporting framework for charities.



BOARD SURVIVAL KIT

MARCH 2015

ACNC GOVERNANCE STANDARDS

The ACNC has introduced governance standards that apply to all registered charities such as the RSL. They are high-level principle based standards, rather than prescriptive rules. They set out what must be done by your Sub-Branch to ensure it retains its charity status.

Provided here is a list of the standards prescribed by the ACNC as well as what you can do to ensure you are abiding by them.

Purposes and not-for-profit nature of a registered entity

Charities must be not-for-profit and work towards their charitable purpose. They must be able to demonstrate this to the ACNC and provide information about their purpose to the public.

The RSL Constitution sets out the charitable purpose (Objects) of the Sub-Branch. The Constitution also includes procedures for when a Sub-Branch winds up and its assets are distributed.

Sub-Branch's must make information available about their purposes to the public. Some ways could include setting out the purposes on a website or in newsletters.

Ensure the focus of the activities of the Sub-Branch is towards the purpose of the RSL, which is to provide support to the veteran community.

Accountability to members

Charities must take reasonable steps to be accountable to their members and provide their members adequate opportunity to raise concerns about how the charity is governed.

The best way to meet this standard is letting your members know what the Sub-Branch is doing, the results of those activities and provide financial information. Give the members and opportunity to ask questions and raise any concerns on how the Sub-Branch is run.

If a Sub-Branch is meeting the requirements of the Constitution, which is modelled on the Associations Incorporation Act 1981, it would comply with this standard.

Compliance with Australian laws

A charity must not commit a serious offence (such as fraud) under any Australian law or breach a law that may result in a penalty of 60 penalty units (\$10,200) or more.

This standard sets out that a Sub-Branch must not act in a way that, under Commonwealth or State law, the Sub-Branch could be dealt with.

This standard applies to the Sub-Branch itself. It does not apply to the individual behaviour of people involved with the Sub-Branch.

Suitability of responsible entities

Templates have been provided in the template's portion of this Kit

Charities must check that their responsible persons (Board Members) are not disqualified from managing a corporation or currently disqualified from being a responsible person for a registered charity by the ACNC Commissioner. Charities must take reasonable steps to remove responsible persons that do not meet these requirements.

The Sub-Branch committee must take reasonable steps to ensure all members of the committee fit within the guidelines.

Reasonable steps include:

- Search the ASIC disqualified persons register;
- Search the ACNC register of disqualified persons;
- Members of the Board should sign a declaration stating they are non-disqualified from managing a Sub-Branch.

Duties of responsible entities

Charities must take reasonable steps to make sure that the members of the governing body know and understand their legal duties and that they carry out their duties.

The underpinning principle of this standard has been discussed in greater detail in the Legal Accountabilities section of the Kit.

The underpinning principles of this Standard are detailed in Legal Accountabilities

The duties as stated in the ACNC Act are:

- To act with reasonable care and diligence;
- To act honestly in the best interests of the Sub-Branch and for its purpose;
- Not to misuse your position as a Board Member;
- To disclose conflicts of interest;
- To ensure that the financial affairs of the Sub-Branch are managed responsibly;
- Not to allow the Sub-Branch to operate whilst insolvent.

Steps to help show your Sub-Branch is meeting this standard includes:

- Undergoing annual governance training;
- Have a Code of Conduct that sets out how Board Members are expected to behave and what their duties are;
- Have a Conflict of Interest policy in place;

However, at the RSL, you are supported by a wider organisation and there are places you can get help to ensure you and your board are executing your duties. We do not want to see our members have to forfeit the unique character of their RSL.

This is your RSL, and we will work as a team to ensure no one is left behind.



Australian Taxation Office (ATO)

A charity must be endorsed by the ATO to access certain tax concessions. RSL Sub-Branch's hold a Tax Concession Charity (TCC) status which provides access to the following tax concessions:

- Income tax exemption;
- GST charity concessions; a Sub-Branch only needs to register for GST if turnover is \$150K and over;
- Fringe Benefits Tax (FBT) rebates.

The granting of this concession by the ATO is on an annual basis and must be reviewed to ensure the Sub-Branch remains entitled to the TCC endorsement.

Your Sub-Branch must provide documentation to State Branch for review to be able to substantiate to the ATO that the Sub-Branch remains compliant.

BENEFITS OF HAVING A TCC FOR AN RSL SUB-BRANCH

A Sub-Branch that earns more than \$416 per annum is required to file a tax return unless they have a TCC status. By having the TCC status, no tax return is required.

If no income tax is paid, Capital Gains Tax will also not be incurred upon the sale of property.

There are also some minor benefits in the form of GST & Fringe Benefits Tax concessions.

Additionally, TCC status can facilitate the application for grants and can even provide an exemption from local council rates or service providers ie. software licences, computer hardware or utilities (you'll need to check this with your local council or service provider).

TAX-DEDUCTIBLE GIFTS

Being endorsed as a TCC does not entitle a Sub-Branch to receive tax-deductible gifts or provide tax-deductible receipts.

Fundraising

OFFICE OF FAIR TRADING

If your Sub-Branch wishes to publicly fundraise in Queensland, for example to sell Poppies and Badges, it can apply for a sanction to fundraise for a community purpose with the Office of Fair Trading under the Collections Act 1966.

Any organisation that fundraises unregistered or unauthorised is committing an offence under the Collections Act 1966 and may be penalised.

Refer to the *Office of Fair Trading* website for further information.

OFFICE OF LIQUOR AND GAMING REGULATION (OLGR)

If the Sub-Branch conducts activities such as bingo, raffles, Calcutta sweeps, silver circles, chocolate wheels, lucky dips, cent auctions, lucky door prizes, guessing game competitions, lucky envelopes or a promotional game, there may be requirements you need to perform under the Charitable & Non-Profit Gaming Act.

The level of gross income for a game will determine the Category you fall within under the Act and will determine any financial reporting to OLGR that is required (if any).

Refer to the *OLGR* website for further information.

Compliance with being a Charity

If your Sub-Branch is registered as a Charity with the ACNC and has a Tax Concession Status with the ATO it must comply with those regulatory bodies. Most RSL Sub-Branch's in Queensland are confirmed as a Charity and have TCC status.

ACNC

To remain registered as a Charity with the ACNC there are few key areas that must be addressed by the Board, in all but the Governance Standards your Secretary and/or Treasurer will most likely take care of the details:

- Notify of any changes;
- Keep financial and operational records;
- Submit an Annual Information Statement (AIS);
- Meet Governance Standards.



BOARD SURVIVAL KIT

MARCH 2015

The obligations of your Sub-Branch under the ACNC Act depends on the size of the Revenue of your Sub-Branch, you can determine this from the following table:

Charity (Sub-Branch) Size	Annual Revenue	No. of days to advise changes
Small Charity	Less than \$250,000	60
Medium Charity	\$250,000 to \$999,999	28
Large Charity	\$1million or more	28

Notify of Changes

Depending on the size of your Charity you must notify the ACNC of any changes to your Sub-Branch within the requisite number of days, such as:

- Change to legal name;
- Change of Address;
- Change to Board Members;
- Change in your Constitution.

Keeping Records

This is covered in more detail later in this Board Survival Kit in the chapter Rules of Record Keeping.

Keeping good financial and operational records is a complying requirement for a number of government bodies.

Annual Information Statement

Each year the Sub-Branch is required to submit an Annual Information Statement.

The AIS confirms the activities of the Sub-Branch throughout the year and requires financial information to be reported. Once again the obligation of financial reporting depends on the revenue size of your Sub-Branch. Further information regarding this will be covered later in this Kit in the Treasurer's Survival Kit.

The Charities Compliance team will provide a Guide each year to assist your Sub-Branch with completing the AIS appropriate to your Sub-Branch.

Meet Governance Standards



The details of the Governance standards have been documented earlier in this chapter.

TAX

In recent years the RSL (Queensland Branch) has undertaken a program in consultation with the ATO to assist Sub-Branch's in ensuring they remain compliant with their TCC status. Your Sub-Branch will have signed a Deed with RSL (Queensland Branch) to conduct an annual internal compliance review of your Sub-Branch. A copy of the signed Deed is available from your Secretary.

The Deed contains a Criteria, for the purpose of guiding the Sub-Branch as to the nature of the activities that a Sub-Branch may carry out that would indicate its activities were carried out in a manner that was charitable by nature. The Sub-Branch may carry out other activities not dealt with in the Criteria that may also be charitable by nature and support the Sub-Branch's charitable objects.

As a Board Member you must keep a record of your volunteer hours and activities and ensure the focus of the activity and expenditure of the Sub-Branch is predominantly expended on the Objects of the Sub-Branch.

One way to remain focused on the RSL Objects is to identify when deciding on an activity or spending money which RSL Object the activity or expenditure relates to and note this in your minutes. The recording of your intent for undertaking activities or expenditure is vital in supporting your compliance with the TCC status of your Sub-Branch. Under the 'common law' the minutes are considered an evidential document that states the intent of a Board, all Board Members should be pro-active in ensuring the intent of the activity and expenditure is reflected in the Minutes.

Each year the Charities Compliance team will review your Annual Report and Financial Statements, provide you with feedback and make recommendations for improvements if necessary.

TOBi contains a Charities Compliance module which will step Board Members through activities that support their compliance with their TCC status.

The Charities Compliance team have produced a Guide to Compliance to assist with understanding the arrangements of the Deed. If you would like a copy please call ANZAC House or email charities@rslqld.org for a copy.

Call **ANZAC House** or
email **charities@rslqld.org**
to get copies of guides.





BEING INCORPORATED

All Incorporated Sub-Branch's are required by law to appoint a Board, which serves as the Sub-Branch's highest authority. An Incorporated association is a legal entity separate from its members. Once incorporated, an association has all the powers of an individual and is legally able to do things in its own name, such as own land, sign a lease or apply for grants.

Benefits of being Incorporated

The benefits of incorporating your Sub-Branch include:

- It simplifies and clarifies the management and ownership of the money and other assets of the Sub-Branch. Bank accounts are held in the name of the Sub-Branch. Assets are purchased and owned by the Sub-Branch. The Sub-Branch can enter into contracts in its own right;
- If the Sub-Branch gets sued, your personal liability is limited; however, Board Members still have accountabilities as outlined in this Kit;
- If the Board Members fail to meet the requirements of the law, penalties and criminal charges may apply if fraud or misappropriation is involved;
- However, Board Members can be legally responsible for actions of the Sub-Branch that come about through their wrongdoing. An example would be where the Board Members causes the Sub-Branch to incur a debt, particularly when they know or should know it cannot afford to repay the debt. The Board are legally responsible to see that this does not occur. If they do not, then the creditor can pursue any one or more of the Sub-Branch's Board Members;
- Sub-Branch Board Members may also be liable to legal action if their wrongdoing causes the Sub-Branch to break the law or if they are otherwise derelict in their duties.

Staying Incorporated

The operational requirement of remaining incorporated is straightforward should your Sub-Branch have the following at all times:

- Common Seal; the seal is used to provide proof of the incorporated Sub-Branch on legal documents. The seal must include the words 'Common Seal' and feature your Sub-Branch's full name as it appears on your certificate of incorporation;
- A Financial Institution account in the name of the Sub-Branch and kept in Queensland. At least two signatories must be appointed, one of which must be an Executive member of the Board;
- Property of any land owned must be registered with the Titles Office in the name of the Sub-Branch;
- Public Liability Insurance is compulsory if your Sub-Branch owns or leases land, or holds lands in trust;
- Ensure the full name of the Sub-Branch appears on all official documents such as business letters, accounts, official notices, publications, cheques and receipts;
- Ensure proper accounting records are kept which correctly record and explain the transactions of the Sub-Branch and its financial position;
- Ensure the financial affairs of the Sub-Branch are audited or verified annually;
- Hold an AGM each year within six (6) months after the end of reportable year;
- Keep a register of members;
- The Board is required as a minimum to meet at least once in every four (4) months;
- Keep records of the Minutes of board, general and annual meetings;
- The President and the Treasurer cannot be the same person;
- A minimum of seven (7) members to form an incorporated Sub-Branch;
- A Board must consist at a minimum of three (3) members being a President, Secretary and Treasurer.



President



Secretary



Treasurer



Meeting Financial Obligations

The Associations Incorporation Act 1981 and Association Incorporation Regulation 1999 have certain financial compliance requirements, such as:

- The Sub-Branch must have a financial institution account in the registered name of the Sub-Branch and the account must be kept in Queensland;
- All records must be kept within the state of Queensland and for a minimum period of 7 years, be in English and show clear and accurate details of the Sub-Branch's financial circumstances;
- A Sub-Branch must sign cheques or electronic funds transfers with a minimum of two signatories, one of which must be from the Executive (President, Secretary or Treasurer). The Board can appoint up to 3 other members of the Sub-Branch to sign cheques or electronic funds transfers on behalf of the Sub-Branch;
- A petty cash float must be maintained with a value determined by the Board. There is a requirement that no more than \$99 should be paid from petty cash. Once a payment reaches \$100 or more a cheque or electronic funds transfer transaction must be enacted;
- The Board must ensure all expenditure is approved or ratified at Board meetings;
- The Board must ensure financial reports are prepared within 6 months after the financial year end and presented to the members for adoption at the Annual General Meeting;
- For determining whether your Sub-Branch requires an Audit, refer to your Constitution, the requirement for an Audit is determined by the value of your Assets and /or the Revenue of the Sub-Branch.

Handling Disputes

The inclusion of a formal complaint process is in your Sub-Branch Constitution, for the process to manage any members who may require disciplinary action refer to your Constitution. You will note the formal dispute process is bound by the rules of natural justice (ie. the rules of procedural fairness).

BEING UNINCORPORATED

Whilst being incorporated gives the Sub-Branch its own legal identity, some Sub-Branch's choose to remain unregistered.

There are advantages and disadvantages to each approach. The advantages of being an unincorporated Sub-Branch under the parent body of RSL (Queensland Branch) are;

- that you don't have to pay the costs associated with Incorporation,
- nor fill out the forms imposed on incorporated Sub-Branch's.

If you are a member of an unincorporated Sub-Branch you may be appointed as a Trustee of the Sub-Branch. This means you will have an obligation to act as a Trustee for the Sub-Branch's purposes, such as registering any property of the Sub-Branch or like activities in your own name.

The disadvantage is that if anything goes wrong you may be held personally liable.

There can also be difficulties with opening bank accounts, problems with insurance, and confusions about who owns any property. If you stop being a member of the board of a Sub-Branch your name is still on the contracts there may be difficulties transferring your responsibilities to a new Board Member. Furthermore, most organisations or government bodies will only provide Grants to incorporated Sub-Branch's.



*See overleaf
for some useful
tips!*

TIPS

*on being
unincorporated.*



- ✓ An unincorporated Sub-Branch should confirm the Trustees of the Sub-Branch at the Annual General Meeting.
-
- ✓ If the members decide to Incorporate, other than completing the process and filing the application with the Office of Fair Trading; if the Sub-Branch holds property the transfer of the Title Deed from the unincorporated Sub-Branch to the incorporated Sub-Branch should be a priority.

WHAT IS THE ROLE OF MEMBERS OF A SUB-BRANCH?

The financial service members of a Sub-Branch have certain rights and responsibilities as deemed by the Sub-Branch Constitution and the law developed by the courts (“judge-made law” or common law).

Service Membership is open to any person who served with, or supported, or was otherwise engaged with the ADF or the Armed Forces of its Allies for a minimum of six months.

The members of the Sub-Branch can attend general meetings and vote on particular matters such as:

- vote members to the board;
- vote to incorporate;
- vote for a change to the Sub-Branch’s Constitution or the name of the Sub-Branch;
- vote for amalgamating the Sub-Branch with another Sub-Branch or Attached Club;
- appointing or removing an auditor;
- the winding up the Sub-Branch voluntarily.

The Sub-Branch Constitution sets out the procedures for any meetings of the Sub-Branch including the voting procedure.

The members of the Sub-Branch may ask for a copy of the Constitution and the Secretary must provide the member within 28 days of the request a copy.

Similarly, a member may request from the Secretary a copy of the minutes of the general meetings, which again must be provided within 28 days after the request is made.

The members of the Sub-Branch maybe (and often are) involved in volunteering their time to support to Sub-Branch’s activities (for example, assisting with welfare), this is different to having the legal responsibility for management of the Sub-Branch as the Board Members do.

The Board should maintain a register of Volunteer’s to ensure they are covered for insurance purposes.



RULES OF RECORD KEEPING

A record keeping system allows a Sub-Branch to file, track and manage its documents and records. Keeping good records is an important part of maintaining the history, knowledge and memory of the Sub-Branch. The benefit of establishing a record keeping repository is that if someone leaves the Sub-Branch, or a different person is perhaps the Secretary next year, they have the benefits of previous experiences - good and bad!

The type of information that a Sub-Branch may keep includes:

- ✓ Financial records;
- ✓ Meeting agendas and minutes from all meetings held;
- ✓ Correspondence;
- ✓ Newsletters;
- ✓ Leases and other legal documents;
- ✓ Insurance;
- ✓ Register of Members;
- ✓ Lists of volunteers, contacts, schools etc.;
- ✓ Annual reports;
- ✓ Speeches;
- ✓ Permits and licenses;
- ✓ Photographic records;
- ✓ Media releases and subsequent media exposure;
- ✓ Other documents relevant to your Sub-Branch.

Basically keep any records that are necessary to provide a complete and detailed record and explanation of the operational and financial management of the Sub-Branch.

All documentation should be kept securely in order to support the integrity of the records.

Ensuring the privacy of some records, particularly personal information is a requirement under the Privacy Act 1988. A Sub-Branch is required to take care when collecting, storing and disposing of personal information.

To set up a living operational Sub-Branch memory, you need to plan and establish a workable record-keeping system. This means:

Write things down or in today's world keep electronic records

FINANCIAL

All Financial records such as receipts, invoices, payments, petty cash vouchers, bank statements, a register of assets, to name a few, all should be filed logically and kept securely. These must correctly record and explain how your Sub-Branch spends or receives its money and its financial position.

Keeping copies of any Budgets developed and future plans for significant expenditure is equally important. Rule of thumb, best to keep everything!

MINUTES & AGENDA'S

Ensure excellent records of meetings are kept. Files should include agendas, detailed minutes, welfare reports, supporting documents and any other information Board Members have used in their deliberations.

GENERAL

- All incoming / outgoing correspondence must be kept.
- Ensure you have easy access to the Constitution and or By-Laws of the Sub-Branch.
- Keep copies of permits, licences, annual returns to government bodies, insurance policies, lease documents, contracts, employee records (if applicable) and workplace health and safety records.
- Keep records of any contacts that assist the Sub-Branch activities, any plans or procedures of the events the Sub-Branch undertakes.

Essentially keep any documents or records that support the operational activities of the Sub-Branch.



Make sure your records are stored in an appropriate manner.

There is little point keeping great historical information if people don't know where or how to find it or - worse - don't know it exists. The Sub-Branch's records need to be well established, well-kept and accessible. A Sub-Branch can keep their records in a filing cabinet or electronically. Always back-up the computer to ensure records are not lost!

Legislation requires different records to be held for different periods; however the general rule of thumb and good practice is to keep the Sub-Branch records for a minimum of seven (7) years. At the appropriate expiry date dispose of the information in a confidential and appropriate manner.

Be Diligent

Be diligent in making sure record-keeping becomes part of the Sub-Branch culture. Ensure everyone understands the importance of writing things down, keeping files and making their knowledge accessible. Having the benefit of a strong Sub-Branch memory can make all the difference between making a good, informed decision and repeating all the mistakes of the past.

Those Sub-Branch's that keep a strong operational memory are able to build on their successes year by year through constantly learning and refining processes and contacts. This can only be done if your records are kept in order. The best approach is to 'Keep it simple and safe'!



ENSURE YOUR INSURED

Under the Association Incorporations Act, Public Liability (PL) Insurance is compulsory if your Sub-Branch owns or leases land or holds land in trust. Further consideration should also be given by the Board in view of their activities and the likelihood of requiring PL Insurance. eg. Do you sell poppies & badges?

Public Liability Insurance protects your Sub-Branch from legal and court costs if a person is injured, or their property is damaged, due to an incident on the Sub-Branch property or due to Sub-Branch business activities.

The Board is required to assess the need for Public Liability insurance and the level of insurance. The Board is legally required to:

- Review insurance requirements each year and report the results at the AGM;
- Communicate to members the risks should no Public Liability Insurance be taken out;
- Tell people applying to be members, and nominees for election to the Board, whether the Sub-Branch has Public Liability Insurance and the level of coverage;
- Tell any person or entity who your Sub-Branch deals with if it does not have Public Liability Insurance;

If your Sub-Branch decides not to take out adequate Public Liability Insurance, you need to be aware of the risks, including that:

- Organisations may refuse to deal with your Sub-Branch;
- The Sub-Branch's assets may be at risk if someone makes a claim.

RSL (Queensland Branch) Insurance Policies

(CURRENT AS AT 31 DECEMBER 2014)

RSL (Queensland Branch) has the following overriding insurance policies which qualifying Sub-Branch's can opt into for a fee of \$1 per member.

Under the current scheme, Sub-Branch's holding electronic gaming licences cannot qualify due to the additional risks in running full time commercial activities, and should arrange their own cover. Sub-Branch's that operate limited commercial RSL Business activity can be covered.



BOARD SURVIVAL KIT

MARCH 2015

PUBLIC & PRODUCT LIABILITY

The Public Liability cover includes the provision and administration of the Sub-Branch, veteran care, public displays, fundraising activities, marches, ANZAC Day and Remembrance Day Ceremonies, property ownership, management and occupation, the provision of accommodation and Women's Auxiliaries.

The Product Liability cover; covers damages and legal costs that are incurred where you make or sell something that injures a third party or causes damages to a third parties property.

The level of cover is \$20 million.

The current excess amount on any insurance claim under the RSL (Queensland Branch) policy is \$2,500. This is payable by the Sub-Branch in the event of a claim.

A Sub-Branch must authorise and record any volunteers/participants involved in Sub-Branch activities in order for these persons to be covered by this insurance policy.

It is the responsibility of the Sub-Branch to manage their own Risk under this scheme.

PERSONAL ACCIDENT INSURANCE (VOLUNTEER MEMBER INSURANCE)

Personal Accident Insurance generally covers members for any out-of-pocket expenses following accidental injury, disability or death while carrying out their work on behalf of the Sub-Branch.

This type of insurance would normally cover loss of income if the injured party were unable to work through sickness or injury.

A Sub-Branch must authorise and record any volunteers/participants involved in Sub-Branch activities in order for these persons to be covered by this insurance policy.

This level of cover is different to Public/Product Liability Insurance, which protects the Sub-Branch and volunteers when performing activities approved by the Sub-Branch against negligent actions involving third parties.

Making a Claim

Any occurrence likely to give rise to a claim should be reported immediately to (as the policy holder) RSL (Queensland Branch) who will then inform the insurer on behalf of the party or parties involved, and assist with coordinating the claim process.

A claim form for the applicable policy is available from RSL (Queensland Branch) and should be completed by the party or parties involved in the occurrence as soon as possible and returned to RSL (Queensland Branch). RSL (Queensland Branch) will then pass the form, and any other information required for the claim, on to the insurer.

PLEASE NOTE: the party or parties involved should not admit liability to a third party for loss or damage or injury, and should simply inform them that the matter is being investigated.

Other Types of Insurance

The most common types of insurance (other than Public/Product Liability) a Sub-Branch should consider are:

CONTENTS INSURANCE

This is similar to normal household property insurance and generally covers contents held within a property owned or occupied by the Sub-Branch and other cover for items such as fire, storm or accidental damage or theft.

BUILDING INSURANCE

Building Insurance covers your physical premises against events such as fire, storm, vandalism etc.

This insurance is generally not required if you do not own the building (e.g. if you lease the facility or use council premises) as the owner of the building will generally have their own insurance. Check the lease or hire agreement to be sure.

DIRECTORS AND OFFICERS LIABILITY INSURANCE

While incorporation does provide some protection to Board Members it does not prevent individuals from being sued for acts of negligence.

Where such cases can be proven the personal assets of negligent Board Members can be seized to meet any damages. This is where Directors and Officers Liability Insurance comes in.

WORKERS' COMPENSATION

In almost all cases this is compulsory where you have paid employees. It covers expenses such as wages and medical bills if a person is injured at work.

It's your Sub-Branch's responsibility as an employer to maintain current Workers' Compensation insurance, as well as to maintain a safe workplace and protect yourself and your workers from financial hardship in the event of a workplace injury.



MEETINGS & MINUTES

All boards must hold meetings, and must do so as often as a Sub-Branch's constitution dictates. The main function of you as a Board Member is to take part in board meetings. All major decisions are made at board meetings so it is impossible to be an effective member if you are not a regular attendee.

The structures and styles of meetings differ from board to board. They may be formal or informal, open or closed, short or long. But where practicable they should follow the "Anatomy of a Board Meeting" in this section.

Whatever their structure, the best meetings are those that flow logically, keep all members engaged and energised, elicit a range of useful ideas and information and leave members feeling they have made a valuable and valued contribution.

Purpose of meetings

The primary reason for holding meetings is to allow the board to make decisions. However, meetings also serve a range of other important functions, providing a forum where:

- Detailed information is tabled on the Sub-Branch's charitable activities and projects;
- The Sub-Branch's financial position is reported, the ability to pay debts and discussion around future plans and budgets;
- Board Members are regularly brought together to focus on their roles and responsibilities, identify problems and plan for the future;
- Regular updates about relevant issues are provided;
- Ideas are shared and discussed and then discarded, improved or implemented;
- Tasks are allocated and reported on;
- Members are encouraged and motivated;
- Members can get to know each other, professionally and personally.

Types of Meetings

Within the RSL, meetings are conducted at Sub-Branch, District, State and National levels. These meetings are the means by which members participate in the promotion of the aims and objects of the RSL.

Each level of the League will conduct a range of different types of meetings and they are:

GENERAL

The normal Sub-Branch meeting held on a regular basis between Annual General Meetings and is open to all financial members of the Sub-Branch. General Meetings can take place at any time, however, they should be held as often as is needed to fulfil your Sub-Branch's purpose and activities. The requirements to hold a General Meeting and the activities that must be covered within the meeting are explained in your Sub-Branch constitution. Some details that are required to be met as part of a General Meeting include:

1. **Notice** – Your Secretary must give at least 14 days' notice of the meeting to each voting Member of the Sub-Branch and outline the nature of the business (agenda). Your board will decide the way in which the notice is given to the members. However, notice of any Special Resolutions must be given in writing to members. The notice of the general meeting and of the special resolutions can be sent in the same document.

2. **Special resolutions** – you need a special resolution to change the legal status of your Sub-Branch. This might be:

- changing the name
- adding, removing or changing rules; or
- bringing the Sub-Branch to an end

A special resolution must be presented at a general meeting (including the AGM) and receive 75% of the vote from members who are present and entitled to vote.

3. **Quorum** – State Rules specify that the quorum for a general meeting is at least the number of members elected to the Board at the close of the Sub-Branch's last general meeting plus one. However, if all members of the Sub-Branch are members of the Board, the quorum is the total number of members minus one. (Refer to your constitution for further details). If a quorum has been met, the Chairman should include a statement in the minutes of the meeting confirming that a quorum is present and that the meeting has been duly constituted.



BOARD SURVIVAL KIT

MARCH 2015

ANNUAL GENERAL

The Annual General Meeting (AGM) is open to all financial members of the Sub-Branch. The procedure is the same as a General Meeting except that the following details must be covered:

1. The AGM must be held within 6 months after the end date of your Sub-Branch's; reportable financial year. For all RSL Sub-Branch's in Queensland the financial year end date is 31 December.
2. Notice of an AGM, of special resolutions and of the quorum at an AGM is the same as that for a general meeting.
3. The previous minutes should come from the previous AGM, not the previous general meeting.
4. Annual Reports that are presented at the AGM include the following:
 - ✓ **President;**
 - ✓ **Treasurer;**
 - ✓ **Charitable Activities** (*Welfare and Commemorative*);
 - ✓ **Other reports** (*examples: Secretary, Membership, Social Groups, Cadet Liaison, House & Finance Sub-Committee, General Manager*);
 - ✓ **Citizen's or Women's Auxiliary;**
 - ✓ **The financial statements for the previous financial year must be received and adopted.**
5. The election of office bearers takes place at the AGM. The voting method for the election of officer bearers is decided by the board and is by either a ballot or a show of hands. If it is requested, a secret ballot must be performed if asked for by 20% of the voting members present.

Refer to your
Sub-Branch
constitution
for voting
procedures.

At least seven (7) days immediately prior to the AGM, a list of the candidates' names in alphabetical order together with the name of the members who nominated each candidate, must be posted in a conspicuous place in the usual place of meeting of the Sub-Branch. The sequencing of the candidates' names on ballot papers or slips shall be determined by a draw conducted by a person who is nominated by the Board.

The Board must ensure that, before any candidate is elected as a member of the board that they are advised whether the Sub-Branch has public liability insurance and if so, the amount of the insurance.

The President is responsible for supervising the vote and administering the process for board positions (except for their own position). In the election for the position of the President, it is important to appoint a temporary chairman. This person is called the Returning Officer and can be for example, your District President. The Returning Officer must not be one of the candidates, since no individual should preside over his or her own election. It is proper and normal for a candidate to propose or second their own nomination as President and to vote in their own interest.

The Presidential election process should follow these guidelines:

- A Returning officer is appointed to chair the meeting and the current President leaves the chair;
 - A roll call is taken for all members eligible to vote and determination is made of the voting strength;
 - Scrutineers are appointed to oversee the counting of votes;
 - If the voting procedure determined by the Board is for a show of hands, the Returning Officer will count the show of hands for and then the hands against for the candidates for the position;
 - If the vote for the position is requested by secret ballot, the ballot papers are circulated for the Presidential position and members then vote by either placing a tick or writing the name on the paper of their proposed candidate. The ballot papers are collected;
 - The Returning Officer counts the votes away from the meeting in presence of the scrutineers;
 - The Returning Officer then provides the result to the members and declares the successful candidate. A motion is then called to destroy the ballot papers;
 - The newly elected President will now take the chair. They will thank the Returning Officer for their assistance with the election and continue the elections for all other board positions.
6. The appointment of Delegates, Pensions/Welfare officers & Advocates
 7. The appointment of Auditor / Solicitor for the Sub-Branch
 8. Confirmation of Public Liability Insurance (if any)
 9. The Trustees of the Sub-Branch must be reviewed (if your Sub-Branch is unincorporated)
 10. Confirmation of bank signatories by name and position
 11. Confirmation of out of pocket expenses
 12. The Public Officer of the Sub-Branch must be reviewed (your Sub-Branch must have a Public Officer if it is unincorporated or a registered company or derives income from property held within Australia – eg. Interest, rent or dividends. If your Sub-Branch requires a Public Officer, their details will need to be updated with the ATO under your Sub-Branch's ABN).

BOARD/COMMITTEE

This is the normal meeting of Board Members held on a regular basis. Under the constitution a Sub-Branch Board must meet at least once every 4 months. The procedure at Board meetings differs in a number of important aspects from the procedure at General Meetings.

1. The rules stipulate that the quorum for a board meeting is the greater of:
 - Three (3) Board Members or;
 - 50% of the Board Members then on the Board, rounded up to the nearest whole number.



BOARD SURVIVAL KIT

MARCH 2015

2. A Board Member can take part in a meeting by using any technology that reasonably allows them to hear and take part in discussions as they happen provided they:
 - Must throughout the meeting be able to hear each of the other Board Members taking part;
 - At the start of the meeting must acknowledge their presence to all other Board Members taking part and shall be presumed to have been present and formed part of the quorum at all times unless excused from the meeting;
 - Must not leave the meeting unless they have received express consent of the chairman of the meeting.

INFORMAL MEETINGS

Meeting's sometimes lack a quorum. In these circumstances rather than abandon the proceedings completely, it may be better to hold an informal meeting. Such a meeting would have no constitutional standing and its decision would need ratification later, at a formal meeting, in order to become valid.

To ratify these decisions a suitable motion could be:

**“That all business purporting to have been transacted
at the meeting held on xx/xx/xx be ratified.”**

Normal meeting procedure should be observed to aid efficiency and the passing of any resolutions. Any resolutions passed cannot be implemented until ratified.

EXTRAORDINARY OR SPECIAL

An extraordinary or special meeting is one that differs from ordinary meetings in that only business of which notice has been given can be discussed and debated. Other formal business such as minutes or correspondence is not in order. However, minutes of these meetings are to be taken. It is convened on receipt of a requisition from at least 33% of the members of the board to the Secretary. This will contain the reason why the special meeting is called and the business to be conducted at the meeting (Refer to your constitution for further information).

All of these types of meetings are an essential part of the activities of the League and the means by which a Sub-Branch may consider a proposal, make decisions, create policy, issue information and generally supervise its own affairs. They are also the instrument by which the members are able to express their individual opinion and point of view.

Before the Meeting

The Secretary must give at least 14 days' notice of a meeting to each Board Member and will have distributed a Notice of Meeting communicating to all Board Members the time and location for the coming meeting. The Secretary will also distribute an agenda for the meeting.





THE ANATOMY OF A BOARD MEETING

The reason we have so much structure around the board meeting is so that we can get things done quickly and efficiently, and in a manner that allows for all Board Members to get their points of view across and a decision to be made that represents that of the group.

The structure dictates:

- The order of doing things (the agenda);
- Who may speak (and when);
- How they may speak respectfully, ensuring everyone is heard;
- How decisions are made (motions, seconds, voting).

By following the basic structure, your Board can make effective decisions.

The structure used is fairly standard, and you will be familiar with some of the conventions already if you have been on a Board previously.

Before the Meeting

The Secretary must give **at least 14 days' notice** of a meeting to each Board Member and will have distributed a *Notice of Meeting* communicating to all Board Members the time and location for the coming meeting. The Secretary will also distribute an agenda for the meeting.

I work with the secretary to ensure all of the agenda items have been included.

Order of Business

If a change to the standard agenda is desired by Board Members, someone may move

“That the Standing Orders be suspended”



(if standing orders dictate the order of business) and then

“That the order of business be altered.”

As with any motion, this must then be seconded and voted upon. This can only happen with a $\frac{2}{3}$ majority vote of the members present and voting to be able to suspend Standing Orders, provided that the effects of the suspension will not be the rescission of disagreement with the chairman’s ruling and that the suspension shall be limited to the particular purpose for which it was sought.

Opening Stages

Once the advertised start time for the meeting has passed, and a quorum has been formed, **a one minute silence is observed** in memory of fallen and departed comrades followed by the recitation of the ODE by the President.

If there are insufficient numbers to form a quorum 30 minutes after the advertised start time for a meeting called at the request of the Board Members, the meeting lapses. If the meeting was called other than on the request of the Board Members, the meeting is adjourned for at least 1 day and the Board Members who are present are to decide when and where the meeting is to be rescheduled. The meeting will lapse if the rescheduled meeting lacks a quorum after 30 minutes.

If the President has not arrived within 10 minutes of the advertised start time, the members present are to elect a temporary Chairman and carry on with the meeting.

The Chairman then welcomes all, offers any relevant congratulations or condolences to those present, and asks if there is any new business not on the agenda (if Standing Orders permit this).

Apologies

During this section the President or Secretary will do a roll call of members present and then read out the names of those who formally notified their absence.

The President will then ask if any additional apologies were sent via other Board Members who are present.

Once all names are recited, someone must move,

“That the apologies be accepted.”

Acceptance of New Members

Once potential members have lodged an application form, their nomination must be seconded and voted upon, as for any other motion. This is the part of Board meetings where this happens.



Minutes

In this section, the President will request that the minutes of the previous meeting be tabled. The Secretary will then read the minutes from the previous meeting, as well as minutes from any other special meetings which have occurred in the time since.

Usually, the Secretary will have already distributed copies of the minutes to members prior to the meeting so that members can read along and make any notes or alterations. Or they may provide a copy to members at the meeting or will have spare copies should anyone not have a copy available.

ADOPTING THE MINUTES

Once the Secretary has finished reciting the minutes, the President will ask the members to adopt them. For this to occur, someone must move

“That the minutes be taken as a true and correct record.”

Then this must be seconded and voted upon.

MINOR ALTERATIONS TO THE MINUTES

In some cases, there are small errors in the minutes. In this case, someone may suggest some alterations – perhaps by making some corrections and passing them around, and then move

“That the minutes as circulated and amended be taken as a true and correct record.”

As always, this must be seconded and then voted upon to be adopted.

MAJOR ALTERATIONS TO THE MINUTES

Sometimes the minutes will require significant alteration. In this instance, someone must move

“That the minutes be amended to reflect”

Usually there will be some discussion of the matter and the President will call a vote. Oftentimes in this situation the proposer of the alteration will be given leave of the meeting to make the alterations which can then be circulated and adopted with a vote.

BUSINESS ARISING OUT OF THE MINUTES

This section of the meeting deals with matters that were raised at the last meeting. Any reports, pieces of information or other matters of substance that were requested at the previous meeting are debated and a vote is taken on the appropriate action to take.

CORRESPONDENCE

Firstly, the Secretary will read out any non-routine correspondence received since the last meeting. Someone must then move one of the following three motions:

“That the correspondence be received.”

This motion has the effect of bringing the correspondence to the Board for debate.

“That the correspondence is not received.”

This motion has the effect of ignoring the correspondence; it is generally used upon receipt of offensive material.

“That the correspondence is received and to lie on the table.”

This motion has the effect of putting the correspondence in limbo. It will not be dealt with until someone moves ***“That the correspondence is taken from the table.”***

Secondly, the Secretary will read out any routine correspondence received since the last meeting. Someone must then move a motion to receive it as above.

Finally, the Secretary will read out any reports or submissions, including any recommendations, received since the last meeting. Someone must move

“That the report be received.”

In the case where action or amendment is required, someone can make a motion to this effect, in line with the procedures one would follow to make alteration to the minutes.

PRESIDENT’S REPORT

In many cases, a President’s report will only be presented at an AGM. The report will detail the activities since the previous AGM, and be forward looking.

The President will move ***“That the report be adopted.”***

Once seconded, last year’s events should be discussed. If this discussion necessitates additions or amendments to the President’s Report, the preceding motion should be amended to

“That the report be received.”

From this point, the same steps are followed to alter the report as for amending minutes, with changes seconded and then a vote to accept them.



BOARD SURVIVAL KIT

MARCH 2015

CHARITABLE ACTIVITIES REPORT

Your board must report on the charitable activities of the Sub-Branch at each Board Meeting. This is to ensure the Sub-Branch remains compliant with holding a charitable status. This report will be usually compiled by the Secretary together with the President and other committee and sub-committee input.

The President will move

“That the Charitable Activities Report be adopted”.

Once seconded, events since the last meeting should be discussed. If this discussion necessitates additions or amendments to the Charitable Activities Report, the preceding motion should be amended to

“That the Charitable Activities Report be received.”

From this point, the same steps are followed to alter the report as for amending minutes, with changes seconded and then a vote to accept them.

TREASURER'S REPORT

The Treasurer will provide a brief financial report and then move ***“That the report be adopted”.***

Once seconded, questions may be asked of the Treasurer.

At an AGM, specific motions must be made in order that the Board complies with the Office of Fair Trading. These motions are:

That the balance sheet and annual statements of receipts and expenditure be adopted”, and/or

“That the Auditors Report be received.”

GENERAL MEETING - ACCOUNTS FOR PAYMENT

The Treasurer must have the approval of the Board in order to make financial transaction on behalf of the Sub-Branch. Depending on the types of activities being conducted, the Treasurer will move either

“That payment of the following accounts [list them] be ratified and the Treasurer's report be adopted”

or with reference to a supplied budget,

“That the budget for the year ending 31st December 20xx be adopted”.

MOTIONS ON NOTICE

This is the part of the meeting where those who have prepared and given advance notice of motions will be invited to move them. The Secretary will have added these motions to the agenda in a logical order, so that important items will be addressed first and items of a similar nature can be dealt with at the same time. Having the motions provided in advance means that Board Members can think about them, in advance of the meeting, on receipt of the agenda.

BUSINESS LEFT OVER FROM PREVIOUS MEETING

During this part of the meeting, any business which was not completed at the previous meeting is discussed.

COMMITTEE/AUXILIARY REPORTS

If there are separate Committees or an Auxiliary, for example an events or fundraising committee, this is the section of the meeting where they are able to report on their activities. Each committee should present its own report. Types of reports can be submitted but are not limited to the following:

- ✓ **Membership;**
- ✓ **House & Finance Sub-Committee;**
- ✓ **Delegate** (*ie. District/ANZAC House*);
- ✓ **Grants;**
- ✓ **Fundraising;**
- ✓ **Memorabilia/Memorial;**
- ✓ **Ceremonial Committee;**
- ✓ **Women's/Citizen's Auxiliary.**

For interim reports, it should be moved ***“That the report be received”***.

For complete reports, it should be moved ***“That the report be adopted”***.

NOTICES OF MOTION

At this point, members should give notice of motions they wish to raise at the following meeting and hand a copy of the motion to the Chairman. Such notice of motion shall take precedence in the order in which it stands in the minute book in relation to other similar notices and will lapse if the member or some member on his behalf is not present when the order for notice is read. These will become Motions on Notice at the next meeting and will be circulated in the minutes for this meeting as well as the agenda for the following meeting. Providing advance notice ensures that members have had sufficient time to think about issues and thus contributes to a considered and robust decision-making process for the Board.

OTHER ITEMS

For example: If a guest speaker has been arranged, the Chairman will introduce them, including some background information about them and why what they have to say is of relevance to the Board. Once the guest speaker has finished, questions may be asked. Once questions are completed, there should be a 'vote of thanks' for the guest speaker. It is customary for the Secretary to draft and issue a letter of thanks to guest speakers after the meeting.



BOARD SURVIVAL KIT

MARCH 2015

GENERAL BUSINESS

In this section of the meeting, the Chairman will singly address any other items. Members may raise issues that are important however it is good practice not to raise any complex issues as members should be given more time to consider these than may be available in the meeting. It is best to raise complex issues at the following meeting by making a notice of motion.

DATE OF NEXT MEETING

During this section the date for the next meeting will be discussed and recorded in the Minutes.

CLOSE OF MEETING

The Chairman thanks all for attending, announces the date and time of the next meeting, and declares the meeting closed.

ADJOURNMENT

When a motion for the adjournment of the meeting has been carried, any business that has been undisposed of from the meeting shall have precedence (in its order) at the next meeting.

MAKING MOTIONS

A motion is a formal proposal by a Board Member that the Board take a certain action, and is made for the consideration of the whole Board. This section explains each of the steps required to bring a motion before the Board.

Your Sub-Branch board will advise the desired practice of whether a motion is required to be submitted in writing and signed by the mover and seconder. Once a motion is submitted, it becomes the property of the meeting and will only be withdrawn by leave of the meeting or by an amendment. No motion vitally affecting the interests of the League shall be submitted to a meeting without adequate notice.

HOW TO MAKE A MOTION

Firstly, it is always a good idea to give some advance warning of the motion you wish to put forward as this gives other Board Members time to consider it ahead of the meeting. Best practice here is to draft up the motion and provide it to the Secretary in advance of the meeting. This way your draft motion can be circulated ahead of the meeting as an agenda item.

It is important to note that it is good practice to start motions with, *"I move that..."*, because it ensures all motions are presented in the positive, making it easier when it comes time to vote because a 'yes' vote will always be in support of the motion and a 'no' vote opposed.

During the Motions on Notice section of the meeting, the Chairman will read out the motion on notice and then ask for a 'Mover'.

MOVER

The Chairman will call the mover by saying *"Mr Smith"* or *"I call Mr Smith"*. The 'Mover' will move their Motion, stating *"I move that....."*. The mover then proposes (moves) their motion and should then explain their motion. If the motion is not on the agenda paper the Chairman should ask that it be provided in writing to ensure greater accuracy in both discussion and entry in the minutes.

Once seconded, the mover can more fully explain their motion to the Board. The Chairman will invite other Board Members to speak on the motion so that all viewpoints can be heard; other members cannot simply reiterate what previous speakers have said – they must raise fresh points. The original mover may not speak again unless asked a question by another speaker, or to make a point of order in relation to their original motion.

The mover of an original motion shall be allowed four minutes to introduce their motion. Usually several viewpoints are heard and then a vote will be called.



BOARD SURVIVAL KIT

MARCH 2015

ABSENCE OF THE PROPOSER OF A MOTION

If the proposer of the Motion is not present, the Chairman may accord that someone else may move the motion on their behalf. If this does not occur, the motion is lapsed. Alternatively, a procedural motion can defer debate until the original mover is present.

Similarly, if the original mover is present, but decides they no longer wish to move the motion, someone else can still move the motion if they wish to.

SECONDER

The chairman should call for a 'seconder' when the mover has concluded. The seconder may indicate straight away that they reserve the right to defer their remarks until later in the debate. For the general purpose of debate, however, they shall be deemed the second speaker in the affirmative.

If no seconder is forthcoming, the motion is not debated and the Chairman declares the motion 'lapsed' for want of seconder and moves to the next item of business and no entry is made in the minutes of the meeting.

A motion may also be seconded 'pro forma'. This means that the seconder indicates his support for discussing the motion but not necessarily for passing it. Following the mover's explanation, a pro forma seconder may withdraw his second, at which time the motion can be seconded by some other person. Failing this the motion would lapse for want of a seconder.

SECONDING WITHOUT REMARKS

A member who uses the words "I second the motion" or "amendment", shall not be deemed to have spoken to the question before the Chairman and may exercise their right to speak at a later stage, always providing he is not the third consecutive speaker on the one side. They shall be deemed to be the second speaker in the affirmative.

OTHER SPEAKERS

Once a motion is seconded, the Chairman should next ask for a speaker against the motion and subsequently for alternative speakers for and against as far as possible.

Speakers for or against the motion shall be limited to three minutes, except that at any time the meeting may resolve, on the motion of a delegate, that the speaker's time be extended by a specified number of minutes and any such proposal for an extension of time shall be put to the meeting without debate.

Once several speakers both for and against the motion have been heard, and once no one else has risen for the purposes of voicing their opinion on the matter, the Chairman will invite the original mover to reply.

REPLY

The mover has the right of reply but may not introduce new matters. The right of reply may be waived if there have been no speakers against the motion. The mover of an original motion shall be allowed two minutes for a right of reply.

PUTTING THE QUESTION

Now that the motion has been moved, seconded, and Board Members have had the opportunity to speak their opinion on the matter both for and against, the Chairman must put the motion to a vote. Suitable wording would be *"The question is that the motion be agreed to ...those in favour? ...those against? ...I declare the motion carried/defeated"*.

The motion for the question to be put can be moved at any stage of the debate however and if so, will be put immediately to the meeting without discussion. If the motion is lost, the debate shall continue as if such motion had not been moved.

No delegate who has spoken to the motion or amendment immediately before the Chairman shall be permitted to move "That the question be now put".

RESTRICTION ON MOVING

At any conference, no motion that the question be now put shall be proposed or seconded by a Delegate from the same District or Sub-Branch as that represented by the Proposer or seconder of the original motion.

WITHDRAWING A MOTION

Sometimes, during the course of discussion and debate, it becomes obvious that a motion will not achieve the desired outcome. In this instance, the mover may wish to withdraw their motion.

REPETITIOUS MOTIONS

Once a meeting has rejected or not carried a motion, further motions to the same effect would be considered out of order at the same meeting but would be perfectly legitimate for reconsideration at a subsequent meeting.

ALTERATION OF A MOTION

If there are minor alterations required to the motion, for example spelling or punctuation, the original mover, with leave of the meeting, may make the alterations.

AMENDMENTS TO MOTIONS

An amendment is a proposed alteration to improve a motion. In all respects it is a motion in its own right and should begin with *"That..."*.

A motion may be amended at any time during the debate by striking out certain words, adding certain words or striking out certain words and inserting others in their place. Any member who wishes to propose a further amendment to the motion shall give notice of the amendment and state its nature before the amendment has been put to the vote.

If the amendment is significant, it may be better to reword the whole motion. The mover and seconder of the original motion are not entitled to move or second any amendment to the original motion.



BOARD SURVIVAL KIT

MARCH 2015

The main difference in dealing with an amendment to a motion is that if no seconder is forthcoming, the Chairman declares the amendment *'lapsed'* for want of a seconder and moves the original motion. Also the mover of an amendment has no right of reply.

If a second is forthcoming, the Chairman must then put the amendment to the vote. Suitable wording might be *"The question is that the amendment be agreed to"*.

If an amendment is acceptable to the original mover of the motion for which the amendment refers, they may, by leave of the meeting, alter the original motion accordingly. This eliminates the need to go through the formal amendment procedure and saves time.

The mover of the original motion has the right to reject any amendment to his motion and ask that his motion in its original form be put.

Only one amendment shall be entertained at a time. If the amendment is carried, it becomes the substantive motion, the original motion lapsing. An amendment cannot be rescinded.

OTHER AMENDMENTS

Whether an amendment is carried or not, other amendments may be submitted, and at a time, to be decided in a like manner until the subject is finally disposed of.

RESTRICTION ON SPEECHES

No member shall propose more than one amendment upon a motion, and no member shall speak more than once upon a motion, or once upon each amendment and subsequent amendments subject to the Chairman's permission. The only exception is the mover of the motion, shall be entitled to the right of reply, provided that an amendment that has become the substantive motion shall be deemed to be a separate motion.

MOTIONS RULED OUT OF ORDER

If a motion is moved but subsequently ruled out of order, the minutes should reflect the decision and the Chairman's ruling because:

- Rulings from the Chair create valuable precedents for future guidance;
- Preserves the rights of members who may subsequently wish to challenge the rulings;
- Any doubt as to whether a matter should be recorded in the minutes should be recorded as it is better to err on the side of recording too much rather than too little.

MOTION DISCHARGED FROM AGENDA

A motion may be superseded at any time:

- By another that it be discharged from the notice paper;
- By a motion for the adjournment of the question under consideration;
- By the adjournment of the meeting; or
- By a motion “That the next business be proceeded with”, being resolved in the affirmative.

PROCEDURAL MOTIONS

Procedural motions relate to how the meeting is conducted. These motions are designed to allow for the smooth transaction of business during a meeting, but they should be used cautiously as they can be used to disrupt and prolong affairs. Some procedural motions are uncontentious such as they are used to change the sequence of the agenda, add or delete items, accept minutes and so on. Others are designed to:

- stop discussion and get an immediate decision;
- prevent a decision being made;
- post-pone a decision.

There are different types of procedural motions:

To permanently dispose of business before the chair

At any stage of debate, if you haven’t previously spoken regarding the motion at hand, you can move “that the question be now put”. Doing so is the correct way to dispose of business before the Chair permanently.

To temporarily dispose of business before the Chair

At any stage of debate, you can move “that this matter be referred to a Committee”. You can do this if you feel the matter under discussion cannot conveniently be handled by the whole body. You can also move “that the meeting/debate be adjourned”. This permits the meeting to be resumed at a later time.

To deal with time limits

At any stage of debate, you can move “that the speaker no longer be heard”. This is a fairly drastic way to end a debate and should be used only when necessary.



Meeting Etiquette

WHO MAY SPEAK AT MEETINGS?

All members have a right to speak however a member shall only speak once on each motion that is before the meeting, except in a Committee of the Whole, or to provide further explanation or a point of order or in reply on an original motion.

ADDRESSING THE CHAIR

A member desiring to speak shall rise in their place and address the Chairman. If two or more members rise at the same time, the Chairman shall call upon the member who, in their opinion, rose first to speak.

RESPECT TO CHAIR

Any member speaking shall at once resume their seat if the Chairman rises to speak or if a point of order is raised, and shall not resume their speech until the Chairman shall resume their seat or the point of order has been decided.

DISAGREEMENT WITH CHAIRMAN'S RULING

When a motion is moved and seconded "*That the Chairman's ruling is disagreed with*", the Chairman shall forthwith leave the chair and the debate on the original question then before the chair shall be suspended. Another Chairman shall then be appointed by the meeting and the question "*That the Chairman's ruling is disagreed with*" shall be discussed and decided, after which the former Chairman shall resume the chair and the debate on the original question shall be proceeded with as if the same had not been suspended.

ABSENT MEMBERS

A member may provide to the Chairman or other member a letter containing their view on a particular motion which should be read and then discussed at the meeting.

COMMITTEE OF THE WHOLE

A general meeting can by procedural motion resolve itself into a 'Committee of the Whole'. This motion is not open to debate and is adopted when a more flexible procedure is desired to exclude non-members or discuss a fairly complicated motion and allow free-ranging discussion. As far as is possible, the business to be dealt with in the Committee shall be held over until all other business has been transacted. Appropriate wording for the motion is:

"That this meeting resolve itself into a Committee of the Whole."

When the Committee of the Whole has concluded its business it adopts a motion to report back its findings to the general meeting or motion.

"That the Chair do report progress."

The Chairman's subsequent report to the general meeting can include recommendations the Committee has agreed to.

The motion should be set out in the minutes in the usual way but further proceedings until the meeting is re-opened should not be recorded in the formal minutes.

CONDUCTING VOTE

The Chairman shall put all questions in a distinct and audible voice to the meeting by asking the "Ayes" to vote first and, afterwards, the "Noes", and shall give his opinion as to which are in the majority, and shall declare a show of hands or a ballot if same is asked for.

VOTING PROCEDURE

No member shall be allowed to vote on any show of hands or ballot that was not present when the question was first put. Every member present must vote, but in the event of a member's refusal to vote, he shall be assumed to have voted in the negative. No member shall be allowed to enter or leave the room while a vote is being taken.

No member shall, at the one time, or in connection with the one motion and/or any amendments represent or vote on behalf of more than one Sub-Branch or District.

No members shall speak to any question after it has been put by the Chairman, nor during a vote, except to a point of order.

OBJECTION TO VALIDITY OF VOTE

Subject to your Sub-Branch constitution, the Chairman shall be sole and absolute judge as to the validity of any vote case on any question, and unless objection to the validity of any vote is raised immediately after the Chairman has declared the result of the vote, its validity cannot be again raised at any subsequent stage of the meeting.

DEBATE

When a motion has been duly proposed and seconded, the Chairman shall proceed to take the votes. No more than two members shall speak in succession either for or against any question before the meeting, and if, at the conclusion of the second speaker's remarks, no member rises to speak on the other side the motion or amendment shall be put to the meeting at once.

ADJOURNMENT OF MEETING OR DEBATE

A motion for the adjournment of the meeting may be proposed at any time during a meeting, or for the adjournment of a debate at any time during such debate and will be put to the meeting by the Chairman.



BOARD SURVIVAL KIT

MARCH 2015

EXPLANATION

Any member who has spoken to a motion may again be heard to explain himself in regard to some part of his speech which the Chairman agrees may have been misquoted or misunderstood but the member shall not introduce any new matter or interrupt any delegate who may be speaking and no debate shall arise upon such explanation.

DISORDERLY CONDUCT

If any member at any such meeting:

- a. Persistently and wilfully obstructs the business of any meeting;
- b. Is guilty of disorderly conduct;
- c. Uses objectionable words and refuses to withdraw such words;
- d. Persistently and wilfully refuses to conform to the Standing Orders or any one or more of them;
- e. Persistently and wilfully disregards the authority of the Chairman.

The Chairman may report to the meeting that such member has committed an offence.

APOLOGY OR EXPLANATION FOR OFFENCE

When any member has committed an offence, he shall be called upon to stand up in his place and make any explanation or apology he may think fit and, afterwards, a motion may be moved – “That the member be suspended for the sitting of the meeting”. No amendment, adjournments or debate shall be allowed on such motion, which shall be immediately put by the Chair.

SUSPENSION

If any member is suspended, his suspension on the first occasion will be for the remainder of that sitting; on the second occasion for the sitting of two consecutive meetings; and on the third occasion may, in the case of a member of the Sub-Branch board, have his seat declared vacant.



THE PRESIDENT'S SURVIVAL KIT

Each Sub-Branch is different with regard to the demands and individual responsibilities placed on their President. This survival guide is intended to provide a broad overview as to the sorts of things that apply to the majority of Sub-Branch Board Presidents.

While in practice the President is required to play a leading role within the board, it is worth noting that there is little legal distinction. The law may, where it is relevant, acknowledge that other Board Members expect the President to take a leadership role, but there is no legal distinction between the duties of a President, and those of any other Board Member.

What's the Point of the President?

The President ensures that the Sub-Branch works towards the attainment of its aims and objectives and operates successfully; to provide the principle leadership and responsibility for the Sub-Branch and the Board. The President is also the spokesperson for the Sub-Branch at community events.



Qualities of the President

- be well informed of all Sub-Branch activities and able to provide oversight;
- be a person who can develop good relationships internally and externally;
- be forward thinking and committed to meeting the overall purpose of the Sub-Branch;
- have a good working knowledge of the Constitution;
- be able to work collaboratively with other Board Members;
- be a good listener and attuned to the interests of members and other interest groups;
- be a good role model and a positive image for the Sub-Branch in representing the Board in other forums (e.g. league meetings);
- be a competent public speaker;
- be a good mentor.

Specific Duties of the President

- Always act in the best interests of the Sub-Branch;
- Has a thorough knowledge of the Constitution, procedures and Standing Orders;
- Knows the activities of Sub-Branch activities and is able to talk about them at any time;
- Provides leadership to the Sub-Branch by forward planning;
- With the co-operation of all office bearers, work towards continual improvement of the Sub-Branch activities and its administration;
- Act as the Chairman at all meetings and ensures they are properly convened;
- Develops with the Secretary the Agenda for meetings;
- Acts as the final decision maker when voting is tied, in the negative;
- Gives informed views on key issues;
- Ensure any potential conflicts of interest are disclosed;
- Signs the minutes after the minutes have been confirmed as a true and correct record;
- Ensures the Board meet at least one in every four (4) calendar months;
- Ensures that the position of the Secretary is not left vacant for more than one (1) month;
- Prepares and presents monthly reports and an annual report for the AGM;
- Ensure the office bearers of the Sub-Branch and any sub-committees function properly;

- Acts on valid requisitions from members;
- Seeks suitable members to stand for office to ensure the sustainability of the Sub-Branch;
- Acts as a spokesperson for the Sub-Branch;
- Ensuring legal & financial accountabilities are met;
- Be aware of any Statutory laws relevant to the Sub-Branch and ensure appropriate policies are in place;
- Maintains an effective working relationship with other Board Members and other Sub-Branch's;
- Represents the Sub-Branch at significant community events;
- Maintains an effective relationship with the community.

Signing Officer

The President is normally designated by the Board as one of the signing officers for certain documents. In this capacity, the President may be authorised or required to sign or countersign cheques, correspondence, applications, reports, contracts or other documents on behalf of the Sub-Branch.

Board Evaluation

The President is the champion of the annual evaluation of the Board. An evaluation encourages all Board Members to reflect on what the board has accomplished, as well as on what it should be doing and how it works. Such a review can optimally result in all Board Members contributing to setting goals of the board. The commitment of all Board Members to the board's priorities and to improving board effectiveness makes those goals all the more likely to be completed.

The President and Meetings

The President is the Chairperson at all Sub-Branch meetings and ensures they are properly convened. The President is also responsible for making a decision if the vote is tied, in the negative.

QUALITIES OF A CHAIRPERSON:

- Impartiality, having the ability to make decisions based on principles rather than personalities;
- Upholds the Constitution and By-Laws;
- Confident and enthusiasm;
- Delegation skills.



BOARD SURVIVAL KIT

MARCH 2015

DURING THE MEETING

Communicate

- Start the meeting on time, welcome any new members, make any necessary introductions;
- Receive apologies for absence;
- Ensure that additions or amendments to the minutes are recorded;
- State the objectives of the meeting;
- Try to be brief when making a point.

Control

- Maintain control, set any time limits necessary;
- Allow flexibility and freedom of expression, provided it fits the guidelines for meeting etiquette;
- Keep to the Agenda;
- Ensure quorum is present;
- Keep an eye on time;
- Ensure accurate minutes are kept.

Coax

- Ensure full participation;
- Draw out quieter members and discourage those who are monopolising the meeting;
- Steer members to work harmoniously and purposefully as a team;
- Be prepared to highlight issues that no-one else will, and to be the one who always has to ask the awkward questions;
- Remember above all else you are there to guide the meeting.

Clarify

- Ensure everyone understands what is being discussed, clarify any jargon or abbreviations used;
- Weigh up contributions impartially;
- All points in favour of a point should be summarised against all points not in favour;
- Ensure that decisions are taken in the context of the Sub-Branch objectives, that they are recorded, together with who is going to implement them.
- At the end of the Meeting, summarise the decisions made, agree on a date for the next meeting and ensure you check and sign the previous meeting minutes.

ANNUAL GENERAL MEETING

The President works closely with the Secretary to set the Agenda and the tone of the AGM.

The President should prepare a comprehensive report covering the activities of the Sub-Branch since the last AGM and also be forward looking.

The President is responsible for supervising the vote and administering the process for board positions (except for their own position). In the election for the position of the President, it is important to appoint a temporary chairman. This person is called the Returning Officer and can be for example, your District President. The Returning Officer must not be one of the candidates, since no individual should preside over his or her own election. It is proper and normal for a candidate to propose or second their own nomination as President and to vote in their own interest.

The President and Charity Compliance

It is the President's responsibility to contribute to the Sub-Branch maintaining its charitable status; and you are required to encourage the Board to:

- Discuss and report at meetings the charitable activities undertaken by the Sub-Branch;
- Keep the focus of activities and expenditure on the Objects of the Sub-Branch;
- Record volunteer hours.

As the President you can directly contribute by leading recommendations that are in alignment with the Objects of the Sub-Branch, keep a record of your volunteer hours and be descriptive in your Presidents Report at the AGM mentioning all the good works of the Sub-Branch undertaken throughout the year.



BOARD SURVIVAL KIT

MARCH 2015



THE TREASURER'S SURVIVAL KIT

You are the number cruncher and the bean counter. The Treasurer's job is to monitor the Sub-Branch's financial processes and keep on top of reporting obligations. The Treasurer draws up the budget and monitors the accounts. The Treasurer also organises bank accounts, signs cheques, keeps the books on track and works closely with the Secretary and President.

The Treasurer is also responsible for the production of financial statements, and ensuring the board is aware of and understands the Sub-Branch's financial situation and performance. Along with the other rules of Board Membership, there is another important issue of note: while Board Members can hold multiple roles, a member cannot hold the office of both President and Treasurer.

If you are taking on the role of Treasurer in a Sub-Branch you must have - or need to learn - a basic understanding of accounting, and have a working knowledge of the laws governing the Sub-Branch's operation. This may sound daunting, but most accounting is commonsense once you understand the basics - it is simply about money coming in, money going out, and records to account for it.

What's the Point of the Treasurer?

The Treasurer takes responsibility for managing the Sub-Branch's finances. The Treasurer has both internal and external facing responsibilities

Qualities of the Treasurer

- Be honest and trustworthy;
- Have bookkeeping ability;
- Have attention to detail;
- Be methodical; and
- Have a sense of responsibility.

Specific Duties of the Treasurer

Internally, you must keep an accurate account of the financial state-of-play so that the Board can make informed decisions. Externally, you need to ensure that records are kept in a way which complies with the requirements of external bodies such as the Australian Tax Office (ATO), Office of Fair Trading (OFT) and Australian Charities and Not-for-Profits Commission (ACNC) so that the Sub-Branch meets its legal obligations. The Secretary will tell you which documents are required for compliance.

INTERNAL

- Handles the financial management of the Sub-Branch and regularly balances the cash book to the bank statements;
- Manages all bank accounts which must be held in Queensland;
- Ensure the accounts correctly reflect the transactions and Sub-Branch's true financial position;
- Ensures everyone handling money keeps proper records and documentation;
- Keeps and maintains an Asset Register for the Sub-Branch;
- Ensures receipts are written for all money received;
- Ensures that all monies received are banked promptly;
- Ensures that all cheques and electronic funds transfers (EFT) are signed or approved in accordance with Sub-Branch approved authorities;
- Reviews the Sub-Branch's cheque and EFT authorities annually;
- Any payment of \$100 or more must be made from the bank account;



BOARD SURVIVAL KIT

MARCH 2015

- Keep a petty cash book and ensure no more than \$99 is paid from petty cash;
- Meets any ATO obligations, including but not limited to GST and PAYG;
- Keeps the Board regularly informed of the Sub-Branch's financial position;
- Prepares an Annual Budget (if appropriate);
- Ensures that the financial records are ready for the annual audit and prepares a draft financial statement for audit. Details regarding the requirements for Audits are covered later in the Treasurer's Survival Kit;
- Be aware of any statutory laws relevant to the Sub-Branch.

KEEPS RECORDS

In order for the Treasurer to meet compliance obligations with the Association Incorporations Act 1981 & ACNC Act, the financial records of the Sub-Branch must be kept in good order.

- Keeps all documentation for payments including receipts, invoices and bank statements;
- Sets up systems to ensure true and accurate financial records of the Sub-Branch are recorded, including the cash book, bank statements and petty cash book;
- Ensures the accounts are in English and explain transactions;
- Filed records in chronological order; and
- Keeps all financial records in Queensland and for at least 7 years.

THE TREASURER AND MEETINGS

The Treasurer is responsible for all financial dealings and must therefore attend all meetings and provide a report on the finances to the rest of the Board or members.

At the board meeting the Treasurer presents the accounts for payment and reads the financial statement, giving explanations where necessary, and is prepared to answer questions from Board Members.

You must move the appropriate motion that the financial statements are received and also that current accounts are passed for payment. It is your responsibility to ensure that all payments are approved or ratified by the Board and those details are recorded in the minutes.

Annual General Meeting

The Treasurer prepares and presents the Treasurers' Report, Auditors' Report and audited financial statements (if appropriate) to the Annual General Meeting. The Audit or Financial Statements for the last reportable financial year must be received and adopted and cover:

- ✓ income and expenditure;
- ✓ assets and liabilities;
- ✓ mortgages, charges and securities affecting the Sub-Branch's property.

A specific motion must be made in order for the Board to comply with the Office of Fair Trading. The motion the Treasurer must pass is:

“That the balance sheet and annual statements of receipts and expenditure be adopted”; and/or

“That the Auditors Report be received”.

It is the Treasurer’s responsibility to ensure the financials are transparent and the members feel they are fully aware of the financial activity of the Sub-Branch funds. Always be prepared for questions from the members.

EXTERNAL

The Treasurer should be aware of the requirements for reporting under any legislation that is relevant to the Sub-Branch. These may include reporting obligations to the Office of Fair Trading, Australian Charities & Not for Profit Commission and the Australian Taxation Office.

If your Sub-Branch has a Tax Concession Charity (TCC) status the obligations the Treasurer has to the ATO is to submit and pay any GST/PAYG or FBT (if applicable) owing when due.

You will note that with each legislative body the reporting obligations differ depending on the Revenue of your Sub-Branch, this can get confusing, if you require assistance in understanding your obligations please call the Charities Compliance team at ANZAC House.

Annual Financial Statements / Audit

The Treasurer needs to be aware of the Associations Incorporation Act 1981, the ACNC Act and the Collections Act 1966 when determining if the Sub-Branch must conduct an Audit or simply prepare a Financial Statement. There are differing levels of requisite financial reporting at the AGM depending on whether your Sub-Branch is incorporated, as per below:

LEVEL 1

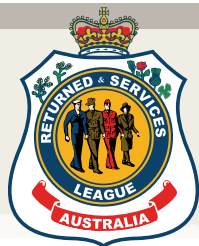
Current Assets or Total Revenue of the Sub-Branch is more than \$100,000;
(an Audit must be conducted by an Auditor or Accountant);

LEVEL 2

Current Assets or Total Revenue of the Sub-Branch is between \$20,001 and \$99,999;
(an Audit to be conducted by an Auditor, Accountant or an Approved Person);

LEVEL 3

Current Assets or Total Revenue of the Sub-Branch is less than \$20,000;
(An financial statement signed by the Sub-Branch President and Treasurer stating the Sub-Branch keeps financial records in a way that properly records the Sub-Branch’s income and expenditure and dealings with its assets and liabilities.)



BOARD SURVIVAL KIT

MARCH 2015

It should be noted if your Sub-Branch is registered with the *Collections Act 1966* or has responsibilities under the *Gaming Machine Act 1991* you are required regardless of your income and current assets size to undertake an Annual Audit conducted by an Auditor or Accountant.

Talking with your Auditor

The ACNC has introduced new financial reporting obligations for Sub-Branch's; once again the reporting requirements differ depending on your Charity size as follows:

Charity Size	Annual Revenue	
Small Charity	Less than \$250,000	No Audit Required
Medium Charity	\$250,000 or more but less than \$1,000,000	Audit: Special/General Purpose
Large Charity	Greater than \$1,000,000	Audit: Special/General Purpose

If your Sub-Branch Revenue is less than \$250,000, then you can breathe a sigh of relief as the following ACNC requirements in relation to financial obligations do not apply to you.

However, if your Sub-Branch Revenue is \$250,000 or more then you have some specific financial reporting requirements and we recommend you discuss the following with your Auditor:

- Discuss with your Auditor the difference between a Special and General Purpose Audit and determine which is suitable for your Sub-Branch;
- Confirm your Auditor has prepared your Audit on an Accrual Basis, and, is this stated in Note 1 of the Financial Statements;
- Confirm your Auditor included in their Auditor's Opinion or Conclusion that they have audited or reviewed your Financial Statements in accordance with the ACNC Act;
- Confirm they have included in your Financial Statements the Prior Year Comparative figures;
- Confirm they have included on your behalf the Responsible Entity Declaration.

Responsible entities declaration

The responsible entities declare that in the responsible entities' opinion:

- a. there are reasonable grounds to believe that the registered entity is able to pay all of its debts, as and when they become due and payable; and
- b. the financial statements and notes satisfy the requirements of the *Australian Charities and Not-for-profits Commission Act 2012*.

Some other factors you may wish to consider in relation to your Audit include:

- **Are your Principal Activities correctly noted on your Financial Statements?** The Principal Activities of 'Sub Branch' during the financial year were to provide welfare and support to former and serving members of the Australian Defence Force and their dependants, to carry out commemorative and patriotic activities and to fulfil the charitable objects of the Sub-Branch.
- **Does the Income Tax Clause state that the Sub Branch has TCC Status?** The Sub Branch is a charity registered with the Australia Charities Not for Profit Commission (ACNC) and has the tax status of Taxation Concession Charity. As such, it is not required to file a taxation return with the Australian Taxation Office.
- **Have you included any associated Chapters, Woman's or Citizen's Auxiliaries in the Financials Statements of the Sub-Branch?**

The Treasurer and Charity Compliance

It is the Treasurer's responsibility to contribute to the Sub-Branch maintaining its charitable status; you are required to encourage the Board to:

- Update the Board on the expenditure of the Sub-Branch and encourage the focus of expenditure be on the Objects of the Sub-Branch;
- Maintain a list of donations;
- Establish a Chart of Accounts for the Sub-Branch that easily identifies the charitable expenditure;
- Record your volunteer hours;

As the Treasurer you can directly contribute to the maintenance of the Sub-Branch charities compliance by monitoring the expenditure, providing guidance as the balance of expenditure directed towards the charitable activity of the Sub-Branch. The Treasurer can assist the Board when appropriate donations to support the Objects of the Sub-Branch.

The benefit for the Treasurer is he won't have to organise Income Tax returns!



See overleaf for some tips!



BOARD SURVIVAL KIT

MARCH 2015

The Treasurer's 6 Commandments

1. *Issue receipts and promptly bank all money received.*
2. *Do not pay out any money without the authority of the Board.*
3. *Record receipts and payments clearly and accurately.*
4. *Make sure the balance shown on the bank statements can be reconciled to the balance in the cashbook.*
5. *Report the current financial position of the Sub-Branch to all board meetings, general meetings, and at the AGM.*
6. *Faithfully discharge your responsibilities to the Board of the Sub-Branch and its members and others with whom it does business.*

TIPS for the Treasurer!

What to ask on your first day as Treasurer

- Who does the Sub-Branch bank with?
- Who can sign cheques/EFT?
- Who are the authorised contacts at the ATO?
- Are we registered for GST?
- Can I have a copy of the previous year's financials?
- Who reviews the Financial Statements for the AGM?





THE SECRETARY'S SURVIVAL KIT

If the President represents the face of the board, the Secretary is the heart. All Sub-Branch's must have a Secretary. The Secretary of a Sub-Branch plays a critical role in fostering the communications of the Sub-Branch.

The Secretary has wide-ranging responsibilities, requiring much more than simply being present at all board meetings. They are an active conduit for communication by giving proper notice of any meetings and timely distribution of materials such as agendas and meeting minutes. Additionally, the Secretary should be knowledgeable of the Sub-Branch's records and related materials, providing advice and resources to the board on topics such as governance issues, amendments to any laws, and the like, that will assist the Board of the Sub-Branch in fulfilling their duties.

As the custodian of the Sub-Branch's records, the Secretary is responsible for maintaining accurate documentation and meeting any legal requirements such as annual filing deadlines. The Secretary is responsible for reviewing and updating documents as necessary and ensuring all documents are safely stored and readily accessible.

If the Sub-Branch is incorporated the Secretary must be a resident of Queensland and has specific duties as set out in the Association Incorporation Act 1981 that governs how they perform their role and carry out tasks. Under the Act they are considered the official contact person for the Sub-Branch. It is essential that the Secretary understands and fulfils their responsibilities.



What's the Point of the Secretary?

The Secretary is there to ensure the Board is organised and efficient while also meeting the requirements of external bodies and has both internal and external facing responsibilities. The Secretary must reside in Queensland or not more than 65 km from the Queensland border.

Qualities of the Secretary

- Capacity for work;
- Initiative and organising ability;
- Attention to detail;
- Ability to write well;
- Co-operative and an easy, open personality.

Specific Duties of the Secretary

The Secretary is responsible for all of the preparation and dissemination of board paperwork, such as meeting agendas and minutes, the Members Register, and any correspondence that the board wishes to send. The Secretary is also responsible for filing documents with regulatory authorities.

The tasks of a Secretary essentially fall into two categories – internal and external responsibilities:

INTERNAL

- Maintains and manages the administration of the Sub-Branch;
- Ensures good communication;
- Responsible for drafting and disseminating any letters or correspondence as directed by the Board;
- Be familiar with the Constitution of the Sub-Branch and the State Branch;
- The Secretary should also be aware of other laws applicable to the Sub-Branch and work with the President and other members of the Board to ensure the Sub-Branch is complying with those laws;
- Manages the Membership register including:
 - Receiving applications for membership;
 - Advising the Board of applications;
 - Entering relevant details into the MMS database;
 - Reviewing the membership database, especially before an AGM, to check whether members are up to date with their membership fees and have voting rights;

- Maintaining the privacy of membership information by keeping it confidential;
- Making the register available for inspection by members within a reasonable time;
- Ensures the Members Register is maintained which must include:
 - Full name of member;
 - Postal or residential address of member;
 - Class and category of member;
 - Date of admission as a member;
 - Date of death or time of resignation of member;
 - Details about termination or reinstatement of membership;
 - Any other particulars the Board, or the members at a general meeting, decide.
- Organises meetings in consultation with the President;
- Takes the minutes of meetings, noting key issues, discussion points and decisions;
- Ensuring minutes are signed;
- Making copies of minutes available for inspection within 28 days of meetings;
- Custodian of all records of the Sub-Branch;
- Identify, complete and lodge Applications for Grants as they become available and submit consequent Acquittal Reports as required.

Administration

The Secretary is responsible for all administrative matters of the Sub-Branch which can range from filing the Minutes, signing cheques, arranging the ANZAC day parade to co-ordinating a change to the Constitution of the Sub-Branch and such matters as:

- attend to administrative requirements associated with relevant welfare activities;
- make the necessary administrative and financial arrangements for the attendance of the Delegate (or/and) Alternate Delegate at District and State Conference and claim reimbursement of costs as appropriate (travel, accommodation);
- forward all such documents to State Branch and the District Branch as may be required by the Constitution and By-Laws of RSL (Queensland Branch) and the District Branch;
- lodge claims for reimbursement of welfare service expenses, and out-of-pocket costs allowed to volunteers, from the RSL (Queensland Branch) - District and Sub-Branch Welfare Fund;

Change to Constitution

Should members vote to change the Constitution of the Sub-Branch contact your District Secretary for the procedure to assist with the process.

Unincorporated to Incorporated Sub-Branch



BOARD SURVIVAL KIT

MARCH 2015

If the members vote to incorporate the Sub-Branch contact your District Secretary for the procedure to assist with the process.

Tip! It is the responsibility of the Secretary for notifying the Titles Office of any change to the ownership of any land owned by the Sub-Branch. ie. change from Trustee's to the newly incorporated Sub-Branch.



Signing Officer

The Secretary is normally designated by the Board as one of the signing officers for certain documents. In this capacity, the Secretary may be authorised or required to sign or countersign cheques, correspondence, applications, reports, contracts or other documents on behalf of the Sub-Branch.

Award Applications

Any applications or nominations as contained in the State Constitution & By-Laws, your District By-Laws must forward your applications to the District Office, and the District Executive has the authority to approve, endorse or recommend many of these applications.

Citizen/Women's Auxiliary or Appointment of non-member Secretary/Treasurer

For guidance refer to RSL (Queensland Branch) Constitution and By-Law 6, your District Constitution and By-Laws and Sub Branch Constitution and By-Laws.

District Office approval is required for the formation of an Auxiliary. This approval can be requested at any time. Your request should be on Sub Branch letterhead making reference to your Sub Branch general meeting which gives authority for the request.

The appointment of a non-member Secretary or Treasurer also requires District Office approval. This approval can be requested at any time and must be renewed annually. A non-member Secretary or Treasurer is not voted in by the members but appointed to the position. They are only appointed if a service member does not nominate for the position of Secretary or Treasurer.

MEMBERSHIPS

One of the principal duties of the Secretary of a Sub-Branch is to maintain a Register of Members. In some cases the Sub-Branch may appoint a Memberships Officer to assist the Secretary with this task; however, the Secretary is ultimately responsible for ensuring the members register is maintained.

Service membership is open to any person who served with, or supported, or was otherwise engaged with the ADF or the Armed Forces of its Allies for a minimum of six months.

There are two types of service memberships:

1. Life Subscribers;

2. Service Members.

The Sub-Branch depending on its Constitution may include other types of membership such as:

- Non-League or social members;
- Woman's Auxiliary members;
- Citizen's Auxiliary members

Membership forms are available from the MMS system:

- Membership forms – Service / Life membership;
- Transfer of Membership (if a member changes from one Sub-Branch to another);
- Request for Associate membership;
- Woman's Auxiliary;
- Citizen's Auxiliary.

New Members

A recommended process for accepting new membership forms is as follows:

- Ensure the application form is complete;
- It is recommended you review the new member's Drivers Licence and also verify service records with either a certificate of service and/or certificate of discharge. It's a good idea to take a copy;
- Ensure they have had at least 6 months of service or if less, a reason why eg. Medical discharge – provide proof;

**Public Liability
Template
available.**

- Advise member of Sub-Branch's Public Liability Insurance status;
- As the Secretary you are signing your name confirming you have sighted the applicant's appropriate records;
- Take the application to the next meeting for approval;
- Once approved by the Board, send information to District who will in turn forward it to ANZAC House. They will then create the MMS record for the member;
- ANZAC House will then send to the Sub-Branch a new member's kit which includes a membership card, and badge if applicable;
- The Secretary then distributes to the new member.



BOARD SURVIVAL KIT

MARCH 2015

Maintaining the Membership Register

Once the member is a financial member of the Sub-Branch, it is now the Secretary's responsibility to maintain the record going forward on MMS. Any assistance required, call your District or refer to the manual on MMS system. The member now also has the ability to login to the MMS database via the RSL website and update their own details.

The member must renew their membership each year (unless they are a Life Subscriber). The renewal period is open on 1 December and it is recommended members are sent a renewal notice.

As the renewal period closes on 28 February a further reminder can be sent to members who have renewed their membership on 31 January.

Once renewal notice has been received the Secretary should update the MMS with payment after receipt of renewal.

As Life Subscribers are not required to renew their membership each year it would be good practice to contact the member to confirm contact details.

After the renewal period has closed the Secretary should keep a list of all current members available as these are the only members eligible to vote at General Meetings.

KEEPS RECORDS

The Secretary is the custodian of the records of the Sub-Branch and must keep all books, documents and securities of the Sub-Branch in a safe place for seven (7) years including but not limited to:

- ✓ Sub-Branch Constitution;
- ✓ Financial statements as provided by the Treasurer;
- ✓ Key contracts and other documents relating to transactions;
- ✓ Common Seal;
- ✓ Certificate of Incorporation (if applicable);
- ✓ Charter of Membership;
- ✓ Certificates of Title, documents relating to property (such as leases) and to other transactions, dealings, business activities or property of the association;
- ✓ Government licences and certificates;
- ✓ Legal documents (including Deed signed with ATO);
- ✓ Insurance policies (particularly Public Liability Insurance);
- ✓ Mortgage and loan agreements;
- ✓ Bank Account details, investment documents (such as deposit notes, share scripts or debentures);

- ✓ Australian Taxation Office correspondence and documents;
- ✓ Office of Fair Trading correspondence and documents;
- ✓ ACNC correspondence and documents;
- ✓ All correspondence.

REGISTERS

It is good practice for the Secretary to keep a register of:

- Important documents such as insurance policies and any key contracts and other documents;
- Correspondence;
- When the common seal is used; ideally the register should cross-reference to the relevant committee minutes authorising its use;
- Pensions & Welfare Officer and volunteer listing;
- Details of any Conflicts of Interest declared at Board meetings.

The Secretary at Board Meetings

The Secretary should attend all Board meetings and:

- Act bona fide in the interests of the Sub-Branch;
- Exercise their power for the proper purposes;
- Avoid conflicts of interest;
- Exercise care, diligence and skill;
- Distribute the minutes to Board Members in a timely fashion.

It is the Secretary who:

- Organises meetings in consultation with the President;
- Prior to meetings:
 - Prepares the 'notice of meeting' and the Agenda in consultation with the President;
 - Notifies each member of the Sub-Branch at least 14 days prior to meetings;
 - Checks the minutes of the last meeting for any items of 'business arising';
 - Arranges both inward and outward correspondence;
 - Co-ordinates any reports to be presented at the meeting such as:
 - Welfare Report;
 - Treasurer's Report;
 - Arranges the meeting venue;
 - Confirms arrangements for any visitors and guest speakers;
- Takes the minutes of meetings, noting key issues, discussion points and decisions;
- Distributes the minutes to Board Members in a timely fashion.



BOARD SURVIVAL KIT

MARCH 2015

ABOUT THE MINUTES

The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

The minutes are a record of the resolutions and ancillary matters of meetings and there is a requirement to have recorded the happenings and decisions made in the conduct of RSL meetings. It is one of the Secretary's principal duties and Chairman's responsibility as to their accuracy.

Minutes should be an accurate account of the proceedings at the meeting, those members and visitors present, the important things which occurred including everything agreed upon and the transaction of all business for which the meeting was convened. Minutes are NOT a verbatim transcript of every word used in the course of the meeting but a record of resolution and matters ancillary thereto.

Minutes should be concise and clear with no possibility of misinterpretation. Where the detail is significant then the minutes need to be explicit and should contain enough information for a member who was not at the meeting to gain a correct impression of the nature of the proceedings, what was done and the relevance and effect of the resolutions passed.

WHAT IS INCLUDED IN THE MINUTES

- Meeting details such as the type of meeting, day, date,
- place and time of commencement;
- Names of those present;
 - Chairman followed by Executive Board Members;
 - At a large meeting such as an AGM names of those members eligible to attend should be entered into an Attendance Book and then the number only be entered onto the minute sheet;
- Apologies;
- Leave of absence granted;
- Reference to the previous minutes and their confirmation by signing every resolution passed;
 - Authorities given;
 - Matters referred to Committees;
 - Appointments to Committees;
 - Persons appointed to represent the branch for any purpose.
- Reports;
 - By Committees or members;
- Reference to speeches from invited guests;
- Directions given in respect of any item recorded in the minutes;
- Any individual or group who vote against a motion carried, voice their dissent or objection to a decision made, or abstain for a stated reason may ask that their name be recorded;
- Time the meeting concludes and the date and time for the next meeting.

Templates
are available of
Agendas and
Minutes, contact
your District Office
for a copy.

HOW TO TAKE MINUTES EFFECTIVELY

The following guidelines are some ways that you can make loose-leaf minutes secure:

- Each page should be consecutively numbered;
- Each page should be signed by the chairman on confirmation of the minutes;
- Each meeting should be numbered sequentially, for example, “Minutes of the 25th Meeting of...”;
- Each separate minute item should have a sequential number.

Minutes may be drafted in basically two ways as follows:

Minute of Resolution

Such minutes are confined to the actual wording of the resolutions passed and preceded by the words “*Resolved that...*”

Highlighted by capital letters, underlined or in bold print for emphasis.

Minutes of Narration

Such minutes are used for various reasons such as recording motions not carried, where it is desirable that some record is kept of the matter discussed; to record the substance of any oral report given to the meeting; to officially record any instructions, agreements, dates or financial amounts not included in resolutions; and a permanent record of any other important matters such as circumstances leading to a resolution.

It is often useful for minutes to include both styles of drafting. In this case the preliminary words of narrative would be followed with “*and it was Resolved that ...*”

Experienced Secretaries write the first draft of the minutes as soon as possible after the meeting while their memory is fresh. In addition to the above, there are some commonly accepted drafting conventions for minutes:

- Use simple words and sentences;
- Use active voice rather than passive voice, for example, “*The Secretary used a computer...*” rather than “*A computer was used...*”;
- Use only one tense (in minutes, past tense is usually best);
- Motions should commence with “*That...*”;
- Motions should be positive.

Another good habit of experienced secretaries is to prepare and send an ‘action-list’ to those responsible for implementing decisions taken. This is normally a short memo containing the tasks the meeting decided to delegate to particular people.



BOARD SURVIVAL KIT

MARCH 2015

HOW ARE MINUTES VERIFIED?

Draft minutes are usually circulated before the next meeting, often with the agenda and notice of meeting. This allows the members to query the draft minutes before the chairman signs them. Alterations can be made at this stage but can only relate to the accuracy of the minutes (they cannot present that the meeting disagrees with a decision made at the previous meeting). The chairman usually signs the minutes after the minutes have been confirmed as a true and correct record.

MAKING THE MINUTES AVAILABLE

Upon written request by a member of the association, the Secretary must, within 28 days after the request is made:

- Make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place;
- Give the member copies of the minutes of the meeting;
- The fact that a member is entitled to a copy of the minutes does not entitle the member to a copy of the transcript of the meeting;
- The association may require the member to pay the reasonable costs of providing copies of the minutes.

ANNUAL GENERAL MEETING

A Secretary must convene the AGM using the procedures set out in the Sub-Branch's Constitution. The Secretary works closely with the President to prepare the Agenda, an RSL AGM must address certain matters:

- include detailed reports to members on the year's activities, including financial performance and events;
- financials statements; the members must accept the annual financials;
- if required, elect new Board Members and possibly new office-bearers (that is, the President/Chairperson, Treasurer and Secretary);
- endorsement of Advocates or Pension / Welfare Officers;
- appointment of Sub-Branch Delegates;
- appointment of Auditor / Solicitor for the Sub-Branch;
- confirm Public Liability Insurance;
- if unincorporated, confirm the Trustees of the Sub-Branch;
- confirmation of bank signatories by name and position;
- confirmation of out of pocket expenses (honorarium);
- confirmation of Public Officer (ATO) if required.

Reports

The Secretary has the task of encouraging other office bearers or sub-committee's to record and report their efforts in a descriptive manner, this level of detail supports the transparency of the operations of the Sub-Branch. If at any time a government body requests to inspect the records of the Sub-Branch this approach will support the accountability of the Sub-Branch.

Elections

The Secretary will accept nominations for positions on the Board; upon acceptance of any nominations the Secretary should advise the applicant of the public liability insurance details of the Sub-Branch.

Once a new Board Member has been appointed to the Board of the Sub-Branch it would be best practice to provide them with:

- A letter advising new Board Members of their duties;
- A copy of the Code of Conduct of the Sub-Branch;
- Request they sign a Declaration they are not disqualified from acting on a Board;
- Contact your District Secretary to enrol them in training on TOBi.

The Secretary will provide to the approved Pension / Welfare Practitioners a Letter of Authorisation to act on behalf of the Sub-Branch.

After the AGM, the Secretary should forward to the District Office within 30 days a copy of:

- ✓ Annual Report (includes all tabled reports); and
- ✓ Financial Statements.

The District Office may require further documentation, please discuss with your District Secretary.

Now the AGM is complete the Secretary must review and consider their obligations to external government bodies.

EXTERNAL

Externally, you are responsible for ensuring that the Sub-Branch meets the requirements of various external taskmasters:

- Office of Fair Trading, if incorporated, the lodging of an annual returns;
- Office of Fair Trading, if registered to sell Poppies & Badges, the lodging of an annual return;
- Office of Liquor & Gaming; if the Sub-Branch conducts such activities as Bingo or lucky envelopes;
- Australian Taxation Office, if any changes to Board Members update authorised contacts or Public Officer;
- ACNC, if any changes to Board Members update the Charity Register and submit an Annual Information Statement (AIS);



BOARD SURVIVAL KIT

MARCH 2015

If Incorporated, the Office of Fair Trading (Association Incorporations Act 1981)

If the Sub-Branch is incorporated the Secretary must submit to the OFT within one month of the AGM and Annual Return. The OFT will forward Form 12-1 Annual Return of Association to the Secretary within one month after the close of the reporting period ie. you should receive this by 31 January each year.

Simply complete the form confirming details of Office Bearers, the financial institute of the Sub-Branch, and the Auditor and attach:

- A copy of the financial statement presented at AGM signed and dated by either the President or Treasurer; and if applicable
- A copy of the signed Audit Report if appropriate to your Sub-Branch class;
- A cheque for the fee; and
- Send the Return to the OFT.

The Secretary must also notify the OFT in the following circumstances throughout the year if there is changes to:

- Office Bearers;
- Postal address; or
- Nominated address for service

As the Secretary, along with the Treasurer you should be aware of the Level of the Sub-Branch as determined by the *Association Incorporation Act 1981*, which has varying obligations for financial reporting. Your Treasurer should ensure the financial obligations are met.

LEVEL 1	Current Assets or Total Revenue of the Sub-Branch is more than \$100,000
LEVEL 2	Current Assets or Total Revenue of the Sub-Branch is between \$20,001 and \$99,999
LEVEL 3	Current Assets or Total Revenue of the Sub-Branch is less than \$20,000

The Annual Return must be sent to the Office of Fair Trading within one (1) month after the AGM.

Office of Fair Trading, Collections Act

If the Sub-Branch has registered to sell Poppies & Badges under the Collections Act 1966 you are required to report to the OFT each year within seven (7) months after the end of the financial year:

- Collection Form 20 – Annual return of charity or sanction
- (This form will be sent to the Sub-Branch from Office of Fair Trading within one month of the end of the financial year).
- Audited statement of income and expenditure
- Balance sheet

If the Sub-Branch sells Poppies & Badges it must register under the Collections Act 1966 to legally do so. The Secretary will need to complete and submit the appropriate form from the OFT, refer to the OFT website for details on this process.

Office of Liquor and Gaming Regulation (OLGR), under the Charitable & Non-Profit Gaming Act

If the Sub-Branch conducts activities such as bingo, raffles, Calcutta sweeps, silver circles, chocolate wheels, punchboards, lucky dips, cent auctions, lucky door prizes, guessing game competitions, lucky envelopes or a promotional game there may be requirements you need to perform under the Act. The level of gross income for a game will determine the Category you fall within under the Act and will determine any financial reporting to OLGR that is required (if any).

Refer to the OLGR website for further details.

Australian Taxation Office

You must notify the ATO of any changes to the Authorised Contacts and or Office Bearers within 28 days of the change.

The Public Officer of the Sub-Branch must be reviewed at the AGM. Your Sub-Branch must have a Public Officer if it is unincorporated or derives income from property held within Australia – eg. interest, rent or dividends. If your Sub-Branch requires a Public Officer, their details will need to be updated with the ATO under your Sub-Branch's ABN.

Australian Charities and Not-for-Profit Association

You must notify the ACNC of any changes to the Sub-Branch's details, these changes may include:

- Legal name
- Address for service
- Change to Board Members
- Change to the Constitution.

The size of your Sub-Branch will determine the number of days required to report, as per the table below:

Charity (Sub-branch) Size	Annual Revenue	No. of days to advise changes
Small Charity	Less than \$250,000	60
Medium Charity	\$250,000 to \$999,999	28
Large Charity	\$1million or more	28



BOARD SURVIVAL KIT

MARCH 2015

You can login to the ACNC website Charity Portal and make the changes on-line.

The Secretary is responsible for submitting the Annual Information Statement to the ACNC, the information requested in the AIS includes:

- Details of activities undertaken throughout the year;
- Financial data.

Depending on the size of your charity there is different financial reporting obligations, the Treasurer should be able to assist with this.

Due to the calendar financial year of a Sub-Branch the AIS must be submitted by 30 June each year.

The Charities Compliance team each year prepares a Guide to assist with lodging of the Sub-Branch AIS.

The Secretary and Charity Compliance

It is the Secretary's responsibility to contribute to the Sub-Branch maintaining its charitable status by:

- Encouraging the activity and expenditure of the Sub-Branch be focused on the Objects of the Sub-Branch;
- Recording your volunteer hours.

The Secretary is also responsible for collecting and reporting on the charitable activities and efforts of the Sub-Branch as a whole, it is as simple as:

RECORD

Encourage office bearers and sub-committee's to record in a descriptive narrative the welfare and commemorative activities of the Sub-Branch. Additional information in those reports may include details of donations, any money expended on charitable activities and a summary of all volunteer hours.

If the Sub-Branch has a Newsletter it should also contain details of the welfare and commemorative activities, this is further documentation that substantiates the focus of the Sub-Branch on its charitable purposes.

Include the activities of any Woman's/Citizen's Auxiliaries or Chapters of the Sub-Branch, the activities and money expended are on behalf of the Sub-Branch and contribute to your charitable compliance.

REPORT

Collect reports from office bearers, sub-committees or auxiliaries and collate for inclusion at board and/or general meetings.

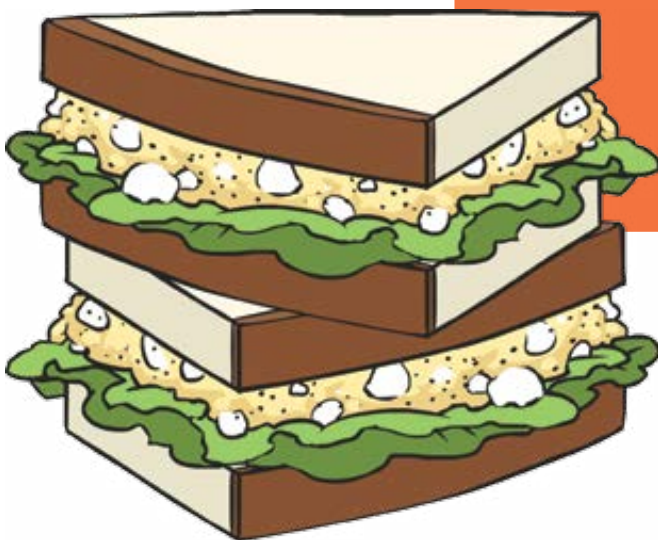
Collect and collate all the volunteer hours undertaken by the volunteers of the Sub-Branch, these should also be regularly reported at board/general meetings.

The Annual Report, presented at the AGM should contain substantial reports detailing the activities of the Sub-Branch throughout the year, the total of volunteer hours, a list of donations and the Financial Statements.

SUBMIT

Finally, simply forward the Annual Report along with any tabled Reports attached, (President, Secretary, Treasurer, Welfare and Commemorative Reports, Woman's Auxiliary etc.) and the Financials Statements to your District Office within thirty (30) days after the AGM.

The District Office will forward your documentation to the Charities Compliance team at ANZAC House who will review the information and provide feedback to the Sub-Branch.



*Phew... time
for a break!*



GLOSSARY OF TERMS

This glossary contains key terms considered relevant to aiding the Board Members of a Sub-Branch in understanding some of the common terminology that arises in the RSL vernacular and may be referred to in this Kit.

ACNC	Australian Charities & Not for Profit Commission
ADF	Australian Defence Force
Agenda	Prior to the meeting, an agenda is prepared and circulated to all members. The agenda provides a program for the consideration of business in an orderly manner, states where and when the meeting will take place and what matters will be discussed.
AGM	Annual General Meeting
AIA	Association Incorporations Act 1981
AIS	Annual Information Statement
Asset Register	a listing of all Sub-Branch's physical assets, including office equipment, motor vehicles, furniture, computers, communications systems and other equipment.
ATO	Australian Taxation Office
Auditor	An accountant (who is independent from the Sub-Branch) whose job is to check and confirm the accuracy of the financial records (commonly, once a year). The auditor provides a set of audited accounts for the organisation and an auditor's report. Some Sub-Branch's are required to have their accounts audited, either under the Associations Incorporation Act 1981 or for other reasons, such as fundraising.
Carried Unanimously	The term 'Carried Unanimously' strictly refers to the fact that every person present and entitled to vote at the meeting did vote and they all voted in favour of the motion.
Carried Without Dissent	'Carried without Dissent' is the correct way to record a resolution where no negative votes were cast although everyone did not vote in favour

Chairman	The Chairman presides over the meeting and exercises procedural control by dealing with order of business, nominating who is to speak, declaring resolutions carried or not carried, enabling those present to fulfil the purpose of the meeting and declaring the meeting closed.
Common Law	Judge made law.
Common Seal	Rubber stamp with the name of the Sub-Branch on it. It is used for official purposes, such as signing a lease or other such documents.
Dissent from a Chair's Ruling	Any person disagreeing with a ruling from the Chairman may move 'That the Chair's ruling be dissented from.' A temporary Chairman should take the chair during the vote. As a matter of custom the question is put in a positive form such as 'That the ruling of the Chair be upheld.' It is not a motion of no-confidence but is used to correct a bona fide mistake or to give effect to the will of the meeting.
FBT	Fringe Benefits Tax
GST	Goods & Services Tax
Is Leave Granted	Leave simply means 'unanimous consent', thus for leave to be granted requires unanimous consent.
L&A	The Legislation & Awards Committee is a standing Committee of RSL (Queensland Branch) Board that provides sound advice and recommendations to the Board relating to the interpretation of RSL Constitutions and eligibility for membership awards
MMS	Membership Management System (available on the RSL Qld website)
Motion	A motion is a proposition submitted to a meeting with a view to it being adopted by a majority vote. If it is carried at the meeting it becomes a resolution (it has been resolved). Motions may be procedural (dealing with the conduct of the meeting eg. "That the meeting do now adjourn...") or substantive (ordering something to be done eg. "That the Secretary sends a letter.....")
Notice of Motion	A notice of motion must be given in certain circumstances particularly when motions of special significance (rules) are to be moved. The exact words of the motion are to be given to all members and should where practicable be included with the Notice of Meeting.
OFT	Office of Fair Trading
OLGR	Office of Liquor & Gaming Regulator
PAYG	Pay as you Go Tax



BOARD SURVIVAL KIT

MARCH 2015

PL	Public Liability Insurance
Point of Order	<p>A Point of Order is one of the few instances when a speaker may be interrupted. A Point of order is not a motion but an allowable interjection dealing with the conduct or procedure of the debate where a person officially directs the attention of the Chairman to an alleged breach of order, irregularity in proceedings or an appeal for a ruling.</p> <p>In all cases where a point of order is raised, the member raising same shall state his point of order clearly and distinctly and with the omission of any irrelevant details. If a member be speaking, such member shall take his seat until the point of order is decided. The Chairman shall decide the matter promptly, and their decision shall be final. Unless his ruling is disagreed with. Points of order shall deal with the conduct or procedure of the debate. The member rising to put the point of order shall be required to prove one or more of the following:</p> <ul style="list-style-type: none"> • that the speaker is using unparliamentarily language • that he is speaking beside the question • that he is transgressing some rule of the Sub-Branch; or • that he is infringing the Standing Orders or is acting contrary to the general custom of debate
Quorum – AGM or General Meeting	<p>A quorum is the minimum number of members that needs to be present for the meeting to validly conduct its business. State Rules stipulates the quorum for a general meeting is being at least the number of members elected to the Board at the close of the Sub-Branch's last general meeting plus 1. However, if all members of the Sub-Branch are members of the Board, the quorum is the total number of members less 1. Refer to your Sub-Branch's Constitution for further information.</p>
Quorum – Board/ Committee Meeting	<p>State Rules stipulate that the quorum for a board meeting is the greater of:</p> <ul style="list-style-type: none"> • 3 Board Members or; • 50% of the Board Members then on the Board, rounded up to the nearest whole number. <p>Refer to your Sub-Branch's Constitution for further information.</p>
Recommitting Resolution	<p>No resolution passed by a meeting shall be again debated or re-committed at the same meeting unless $\frac{2}{3}$ of the members present and entitled to vote so agree.</p>

Rescind a Resolution	<p>To rescind a resolution means to 'revoke and annul' it and cancel its effect.</p> <p>Any member wishing to rescind a resolution which has been previously passed at a meeting must give notice of a motion at the next meeting they will move that the resolution be rescinded. For a motion to rescinded, it will require a majority of $\frac{2}{3}$ of the votes of members present at this meeting to make this happen.</p>
Resolution	A resolution is a formal determination of a motion that has been carried by the requisite majority voting in its favour.
Special Meeting	A special meeting called to conduct special business cannot deal with other business unless all members are present and unanimously consent.
Statutory Law	Written law as set down by legislation
TCC	Taxation Concession Charity status
TOBi	Training Office Bearers on-line training
Vacancy	State Rules stipulate that should there be a vacancy in the office of President, Vice President, Secretary, Treasurer or Committeeman, it may be filled by the majority vote of members of the Sub Branch at its next meeting. Refer to your Sub-Branch's Constitution for further information.
Valid Meeting	A valid meeting must comply with the requirements of the Sub-Branch constitution and legislation - proper notice needs to be given of the meeting, a quorum must be present and a Chairman properly elected or designated in accordance with the Sub-Branch constitution, must preside. Any deviation from common law, league rules or statutory requirements could place in jeopardy the validity of all or part of the meeting. Meetings by telephone are valid only if all members at the meeting are able to speak with and hear everyone else. A series of separate phone calls would not constitute a valid meeting.
Voting Procedures	Reference should be made to State By-Law 2 which governs the conduct of State AGM, State Council, District Branch and General and Committee meetings of Sub Branch's or; if stipulated in your Sub-Branch constitution.

Code of Conduct

Conflict of Interest Policy



RETURNED & SERVICES
LEAGUE OF AUSTRALIA
QUEENSLAND BRANCH
***** SUB-BRANCH INC.

CONFLICT OF INTEREST POLICY

1. Introduction

The Board of Returned & Services League of Australia (Queensland Branch) ***** Sub-Branch Inc. (the "Sub-Branch") is committed to high standards of ethical conduct and accordingly places great importance on making clear any existing or potential conflict of interest.

2. Purpose

The purposes of this policy are:

- to protect the integrity of the activities and the decision-making process of the Sub-Branch;
- to enable our stakeholders to have confidence in our integrity and
- to protect the integrity and reputation of the Board members and others acting on its behalf

The policy document has been developed to provide a framework for the Board Members in declaring existing, potential or perceived conflicts of interest, and provides guidance for dealing in an open and transparent way with any conflicts that may arise in the course of any person performing official duties for or on behalf of the Sub-Branch.

3. Policy

The policy has been developed on the basis that conflicts of interest are a normal and inevitable product of representing a charity. Problems arise mostly when conflicts of interest are not dealt with, and are not seen to be dealt with openly and effectively both by the individual and the Sub-Branch.

It is the policy of the Sub-Branch that its board members and others acting on its behalf are obliged to avoid ethical, legal, financial, or other conflicts of interest and to ensure that their personal, professional and business activities and interests do not conflict with their obligations to the Sub-Branch.

4. Definitions

'Conflict of interest' is considered to exist in situations where:

- An individual's Sub-Branch position provides either personal benefit beyond the declared benefits arising from that position or an opportunity for influence in a decision relating to another person's benefit; or
- An individual, while occupying more than one position, which positions involve the exercise of power or influence, affects outcomes in one position which are, or may be, of direct and personal benefit to her/him as an occupant of another position.

CONFLICT OF INTEREST POLICY

the start of the
this conflict of
ould also be
chedule 1 to this

registered,
comes up for

on that topic
er the Board
by all other

of interest

cedures and
vide advice or

CONFLICT OF INTEREST POLICY

to record
e minutes of

ts of interest

Declaration of interests recorded in minutes: Yes No

Dated the _____ day of _____ 201__

Signed _____ Position _____

EXAMPLE TEMPLATES

Board Evaluation



RETURNED & SERVICES
LEAGUE OF AUSTRALIA
QUEENSLAND BRANCH
***** SUB-BRANCH INC.

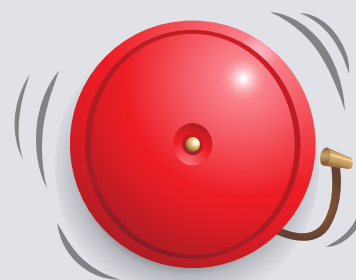
SUB-BRANCH BOARD EVALUATION

Please consider the following comments in relation to your Sub-Branch:

1. ROLES AND RESPONSIBILITIES	Comfortable with knowledge	Develop Further
Board Members are confident that they fully understand the roles and responsibilities of each of the committee.		
The Board is confident in planning and setting future directions of the Sub-Branch, they understand the communities' needs in relation to the RSL objects.		
Overall, the Board is confident and capable in their role and at all times acts in good faith and the best interests of the Sub-Branch.		
Board members read the Minutes of the previous meeting and prepare for the next meeting ahead of time.		
The Board attend the AGM and a majority of the board meetings and special meetings. General meetings or specific Sub-Committee meetings are attended to as required.		
Board members are punctual at meetings.		
Board members actively participate in meetings by discussing agenda items and related issues, asking questions, expressing opinions and making decisions.		
Board members promote a positive image of the Sub-Branch within the community.		
Board members understand the protocols for meetings.		
Once a decision is made Board Members speak as one Board.		
2. ACCOUNTABILITY		
The Board are confident that they have an accurate understanding of how well the Sub-Branch is performing.		
All Board members are familiar with the Sub-Branch Constitution and Objects of the League.		
Board members disclose any real or potential conflicts of interests and record details in minutes.		
Board members understand the information provided to them in reports.		
Board members are confident that they are able to ask questions about information presented to the board.		

Board members are confident that all expenses are approved or ratified by the Board and recorded in the meeting minutes.		
Board members recognise the financial viability of the Sub-Branch		

Financial Warning Signs



It is your job as a Board Member to ensure that the Sub-Branch your board is overseeing remains financially healthy, so it is of vital importance that you remain vigilant to any situations that may spell trouble.

Below we have listed some warning signs or indications that may help you to recognise when your board may be heading towards financial difficulties.

By no means do any of these situations mean there is a problem, rather they indicate circumstances in which questions should be asked.

An unexpected increase in costs in comparison with previous years

This could include a telephone bill that is usually \$100/month that suddenly jumps to \$500, or a rent bill that suddenly becomes much more expensive than usual. Again, it is the unexpected nature of the increase that should set the alarm bells ringing, rather than the increase itself.

The incurring of any unusual and unexpected but significant expenses

A large cost that appears out of the blue can throw a budget right out of whack. When this happens it is important to confirm that the expense is a one-off and that it can be covered.

A failure to obtain independent valuation of major assets

The key feature of this statement is the word “independent”. Changes in the value of any assets that come under your board’s responsibilities need to be assessed “at arm’s length” by a third party before any changes are made to the accounts.

Significant variation in the amount of liability (or debt) in comparison with previous predictions

Spiralling debts are often the first sign of ill-health. If the Sub-Branch is spending too much, it’s vital to get to the bottom of the problem sooner rather than later.

Any deviation from the budget approved by the board at the start of the financial year

Changes to the budget can mean a change to the organisation’s bottom line - if this is the case, you need to know about it. However, bear in mind that a budget is really no more than a plan, and things don’t always go exactly to plan. You need to make sure you are receiving regular updates on how the Sub-Branch is performing in relation to the budget so you can keep on top of problems if and when they crop up.

A reduction in the value of net assets

Net assets are the value of total assets minus total liabilities. Any change in the net assets, therefore, indicates a change in the Sub-Branch’s value.

Poor performing fundraising activities

If fundraising activities are not bringing in the expected revenue, it may be time to start pulling in belts or thinking about other alternatives.

A lack of clarity as to the source of funds

It is wise to know exactly where your Sub-Branch’s funds are coming from as there may be conflict of interest, legal or ethical considerations to take into account.

Vague answers to questions regarding financial capacity

Board Members are duty-bound to ask questions and continue asking them until they are completely satisfied with the answers. If you are being put off by the person responsible for safeguarding your Sub-Branch’s financial health, you would be foolhardy if you did not find out:

- Losses year after year
- Late payment of GST / PAYG
- Delays in paying suppliers
- Financial reports not forthcoming or difficult to obtain

EXAMPLE TEMPLATES

Advice of Public Liability Insurance to Members



RETURNED & SERVICES
LEAGUE OF AUSTRALIA
QUEENSLAND BRANCH
***** SUB-BRANCH INC.

Advice of Public Liability Insurance to Members

To: [insert name of new Member]

From: The Board of [insert Sub-Branch name]

Date: [insert date]

Thank you for your application to become a member of the above Sub-Branch. As required by the *Associations Incorporation Act 1981* we advise:

1. The Sub-Branch does/does not have public liability insurance
2. The amount of the insurance is \$[insert level of cover].

I acknowledge receipt of this advice:

Signed:

Print Name:

Date:

.....
.....
.....

Advice of Public Liability Insurance to prospective Board Members



RETURNED & SERVICES
LEAGUE OF AUSTRALIA
QUEENSLAND BRANCH
***** SUB-BRANCH INC.

Advice of Public Liability Insurance to prospective Board Members

To: [insert name of prospective Board Member]

From: The Board of [insert Sub-Branch name]

Date: [insert date]

Thank you for your nomination or consent to be appointed as a member of the Board of the above Sub-Branch. As required by the *Associations Incorporation Act 1981* we advise:

1. The Sub-Branch does/does not have public liability insurance
2. The amount of the insurance is \$[insert level of cover].

I acknowledge receipt of this advice:

Signed:

Print Name:

Date:

EXAMPLE TEMPLATES

New Board Member Letter



RETURNED & SERVICES
LEAGUE OF AUSTRALIA

QUEENSLAND BRANCH

***** SUB-BRANCH INC.

[insert date]

[insert New Responsible Person Name]
[insert New Responsible Person Address]

Dear [insert New Responsible Person Name],

Appointment as a Responsible Person for Returned & Services League of Australia (Queensland Branch) *** Sub-Branch Inc (the "Sub-Branch").**

Congratulations on your appointment to the governing body of the Sub-Branch.

In your role, you have a special opportunity to contribute to the work and life of the Sub-Branch. Being a Board Member can be challenging at times, but it can also be a rewarding way to help the Sub-Branch achieve its charitable purpose.

As a member of the board of a Sub-Branch registered with the Australian Charities and Not-for-profits Commission, you have duties and responsibilities that come with your role. You may also have other obligations and duties under other government agencies or under other laws.

The ACNC governance standards set core, minimum governance standards that all Sub-Branches must meet. Governance standard five requires that Sub-Branches take reasonable steps to make sure that the members of their governing body know and understand their legal duties and carry out their duties. These duties generally require you to be careful and conscientious in your role and to act with common sense and integrity.

The duties are:

- **To act with reasonable care and diligence.** You must exercise your powers and duties with the care and diligence that a reasonable person would if they were in your place.
- **To act in good faith in the best interests of the Sub-Branch and for a proper purpose.** When acting as a Board Member you must make decisions that are in the best interest of the Sub-Branch and to further its charitable purpose.
- **Not to improperly use information or position.** Any special knowledge that you gain as a Board Member must only be used for the benefit of the Sub-Branch and never to further personal or other interests. Similarly, you must not use your position to improperly gain an advantage for yourself or someone else, or cause detriment to the Sub-Branch.

interests of the Sub-Branch is
as you must disclose this
interest policy/procedure or

that there are systems and
are being effectively put
on misuse.

must ensure that the Sub-
due and that it does not

Sub-Branch to carry out its
and more information about
www.acnc.gov.au) or in the

ent or contact the District
people who can help you to

Sub-Branch. Thank you for

Declaration Not Disqualified



RETURNED & SERVICES
LEAGUE OF AUSTRALIA
QUEENSLAND BRANCH

I, (insert name)
of (insert address)
.....

declare that:

- I have not been disqualified by the Australian Charities and Not-for-profits Commissioner at any time during the previous year from being a responsible person (what the ACNC Act calls a 'responsible entity') of a registered charity, and
- I am not disqualified from managing a corporation, within the meaning of the Corporations Act 2001 (Cth).

While I am a responsible person for Returned & Services League of Australia (Queensland Branch) ***** Sub-Branch Inc. (the "Sub-Branch"), I agree to notify this Sub-Branch as soon as possible if I do become disqualified from managing a corporation within the meaning of the Corporations Act 2001, or am disqualified by the Australian Charities and Not-for-profits Commissioner. 'Responsible persons' are the members of a Sub-Branch's governing body, who share responsibility for the governance of the Sub-Branch (called 'responsible entities' under the ACNC Act).

Declared at: (insert location)
On: (insert date)
Signature:
Name:
Position:



BOARD SURVIVAL KIT

MARCH 2015

OTHER TEMPLATES AVAILABLE

Please email charities@rslqld.org for a copy of the working file of the above templates. The following templates are also available that may assist:

Guide to Compliance – Sub-Branch conducting gaming
Guide to Compliance – Sub-Branch with an attached club
Guide to Compliance – Traditional Sub-Branch
Guide to Compliance – End of year checklist – Traditional Sub-Branch
Sample Yearly Welfare Report
Sample Monthly Charitable Activity Report
Important Documents Register
Correspondence Register
Common Seal Register
Conflict of Interest Register
Pension / Welfare Officer and Volunteer Register
Agenda – Annual General Meeting
Agenda – Committee Meeting
Minutes – Annual General Meeting
Minutes – Committee Meeting
Sample Notice of Meeting
Business Plan and Budget
Asset Register

For assistance...

with the process of changing your
Constitution or Incorporating please
contact your District Secretary.





USEFUL RESOURCES

This list provides details of some suggested resources available for further information. A number of these resources were referred to in developing TOBi (Training Office Bearers program) for RSL Sub-Branch's in Queensland.

Returned & Services League of Australia (Queensland Branch)

www.rslqld.org

Office of Fair Trading

www.fairtrading.qld.gov.au

Office of Liquor and Gaming Regulations (OLGR)

www.business.gov.au/industry/liquor-gaming

Australian Charities & Not for Profit Commission

www.acnc.gov.au

Australian Taxation Office

www.ato.gov.au

Australian Business Register

www.abr.gov.au

Volunteering Australia

www.volunteeringaustralia.org

Volunteering Queensland

www.volunteeringqld.org.au

Institute of Community Directors

www.communitydirectors.com.au

Community Door

www.communitydoor.org.au

Funding Centre

www.fundingcentre.com.au

ACNC Website:

*"Governance for good
- The ACNC's guide for
charity Board Members."*

OFT Website:

*"Incorporated Associations
- Smart Business Guide"*

