SUPPORTING EXPLANATORY NOTE

At its meeting on 14 October 2026, the State Executive directed the State President to call an Extraordinary Conference and recommended that Sub-Branches vote in favour of the proposed Special Resolution at the upcoming Extraordinary Conference on 30 November 2026.

Delegates are being asked to approve the Special Resolution that will enable RSL Victoria to transition from an incorporated association to a company limited by guarantee and adopt a new Constitution.

The proposed Constitution has been developed to provide a modern governance framework that strengthens accountability, improves oversight, and positions RSL Victoria to meet future challenges while preserving its core purpose, values and veteran focus.

State Executive's Recommendation: Vote FOR the Special Resolution at the Extraordinary Conference.

Why Change is Proposed

RSL Victoria has grown into a large and complex organisation operating in an increasingly demanding regulatory environment.

The Sub-Branch network asked for change and improvement, subsequently an independent review found our governance structure and rules were not fit for purpose today. What is now being proposed is based on what the network originally asked for, and that Sub-Branches have been involved in formulating.

The proposed new structure aligns RSL Victoria with contemporary governance standards commonly used by leading Australian charities and not-for-profit organisations that operate nationally, as our ANZAC and Poppy Appeals do.

The Constitution is designed to provide:

- Clearer governance and accountability.
- Strong oversight of a board of directors and management.
- Greater focus on skills and experience in leadership roles.
- Improved transparency in decision-making.
- Long-term organisational sustainability.

What Will Not Change

The proposed Constitution does not alter the fundamentals of RSL Victoria.

The following remain unchanged:

- RSL Victoria's purpose of supporting veterans and their families.
- Its place within the national RSL structure.
- Existing Sub-Branch Charters.
- Membership categories.
- The vital role of Sub-Branches in achieving our shared purpose.

RSL Victoria's existing charity registration with the ACNC, the Australian Business Register and related tax endorsements are expected to continue, as the transition does not create a new legal entity and RSL Victoria remains the same legal entity before, during, and after the transfer of registration.

Importantly, existing State Branch Rules and By-Laws will continue to operate immediately after the transition, ensuring continuity for Sub-Branches and members.

Preserving Member Representation

The Constitution provides strong member representation through the establishment of a Membership Council elected by Sub-Branches, which builds on the existing Sub-Branch ballot process.

This will represent a change in the membership structure of RSL Victoria. Following the transfer of registration, the members of the Membership Council, who are elected by the Sub-Branches, will act as the corporate members and will:

- Requisition, attend and participate in general meetings of RSL Victoria.
- Appoint and remove directors.
- Approve constitutional amendments.
- Approve any director payment.
- Consider significant organisational decisions

This means Sub-Branches continue to participate in RSL Victoria's governance through the election of the members of the Membership Council, including the President and the Vice President.

Maintaining Veteran Leadership

The Constitution preserves veteran leadership at the highest levels of the organisation.

In addition to the Membership Council, entirely made up of elected Life and Service Members, the Board will include up to five Life and Service Member directors and up to four independent directors all with specialist skills and experience. Life and Service Member directors must remain the majority at Board meetings, ensuring veterans continue to guide the organisation's direction and priorities.

Stronger Governance and Accountability

The Constitution introduces several governance improvements, including:

- Skills-based assessment of Board candidates.
- Governance training requirements for directors.
- Three-year terms and a maximum of three term limits for Directors.
- Clear separation between governance and operational management.
- Formal dispute resolution and disciplinary processes.
- Greater oversight of Board performance.

These measures are designed to support effective, accountable and sustainable leadership.

Fees

Delegates should note that adoption of the Constitution:

- Does not create a new fee.
- Does not increase any existing fee.
- Does not authorise any immediate levy on Sub-Branches or members.

Before any future fee-setting mechanism, levy or subscription arrangement the Membership Council is required to ensure the Board meets the following conditions:

- Genuine consultation with affected Sub-Branches.
- The implementation of a published fee-setting framework.
- Consideration of financial impacts.
- Transparency in decision-making.

Additional safeguards were included following feedback received from Sub-Branches during consultation.

A Stable Transition

The Constitution includes provisions that ensure a smooth transition to the new structure.

The transfer of registration does not create a new legal entity and RSL Victoria remains the same legal entity before, during, and after the transfer of registration. Current State Branch Rules and By-Laws will continue to operate until they are formally replaced in accordance with the Constitution and applicable governance requirements. This vote means there will be no change to Sub-Branch operations, elections, meetings or membership administration.

The transition will result in the transfer of RSL Victoria's registration from an incorporated association under Victorian state law to that of a public company limited by guarantee under the Corporations Act 2001 (Cth), supervised by the Australian Securities and Investments Commission (ASIC).

In this regard, RSL Victoria has received independent legal and governance advice that the incorporated association structure is no longer fit for purpose for an organisation of RSL Victoria's scale, complexity and public significance. The advice received also recommended that RSL Victoria transition to a company limited by guarantee under the Corporations Act 2001 (Cth), as it provides a more robust governance infrastructure, greater structural flexibility for board composition (including skills-based appointments), enhanced credibility with stakeholders, and a regulatory environment that is proportionate and well understood.

How the Resolution Works

The transfer of registration, the change of RSL Victoria's name and the adoption of the new Constitution are proposed to delegates as a single Special Resolution with four parts, to be passed together as a package. The change of name and the adoption of the new Constitution will only take effect if, and once, Consumer Affairs Victoria and ASIC approve the transfer of registration.

To pass, the special resolution requires the affirmative vote of at least 75% of the votes cast at the Extraordinary Conference.

Conclusion

The proposed Constitution lifts RSL Victoria's governance while preserving the organisation's purpose, veteran leadership and member representation.

It provides a more contemporary and accountable governance framework, that strengthens oversight and retains the important role of Sub-Branches while ensuring the long-term sustainability of RSL Victoria.

For these reasons, State Executive have recommended that delegates vote FOR the Special Resolution at the Extraordinary Conference on 30 November 2026.