



**RSL**  
Victoria

**RSL VICTORIA**

# **TRANSFORMATION PROJECT BULLETIN**

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EDITION 03  
JANUARY 2026

# RSL VICTORIA TRANSFORMATION PROJECT (RTP) ROADMAP PHASE 1 2026

## SECURE INTERNAL SUPPORT AND ADVOCACY AUG - OCT 2025



- Launch Thoughtpost Report, statewide roadshow, funding extension.

- \$1.5M for design, legal review, PMO setup



## SECURE RTP FUNDING FOR PHASE 1 AUG - DEC 2025

## IMPLEMENTATION PHASE 1 JAN - DEC 2026



- Governance restructure, legal frameworks, quarterly progress reports

## MODERNISE GOVERNANCE

- Update the legal structure,
- Improve board skills,
- Open up board membership
- Formation of a member council
- Review voting systems
- Rewrite the rules



## SUPPORT A SUSTAINABLE SUB-BRANCH NETWORK

- Review Sub-Branch viability,
- Clarify regional structures

## ENHANCE FINANCIAL STEWARDSHIP



- Streamline agency accounts processes,
- Create a central gifts-in-wills program

## REPOSITION RSLV AS A MODERN VETERAN CHARITY



- Develop a strategic plan,
- Standardise service delivery

WE ARE HERE

Aug 2025

Sep

Oct

Dec 2025 / Jan 2026

Dec 2026

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- statewide road
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# A MESSAGE FROM THE SENIOR PROJECT MANAGER

## IVAN SPASIC

# INTRODUCTION AND BACKGROUND

We are pleased to provide an update on progress towards RSL Victoria's Transformation Project (RTP).

Key highlights include:

- **Key RTP objectives for completion - Quarter 1 2026**
- **Expressions of Interest open: Advisory Panels for RSL Transformation Project governance**
- **Sub-Branch Engagement Strategy**
- **Frequently asked questions (FAQs).**

Welcome to the RTP Bulletin for January 2026.

Work on the project is gathering pace, with the pieces now in place for us to be able to provide a bulletin this month that is not just of the moment, but forward-looking as we examine Key Objectives due for commencement within Quarter 1 2026.

As keen stakeholders would know, the independent review into RSL Victoria undertaken by Thoughtpost Governance indicated four distinct areas in need of substantial review:

- **Modernise governance**
- **Support a sustainable Sub-Branch network**
- **Enhance financial stewardship**
- **Reposition RSL Victoria as a modern veteran charity.**

Work thus far undertaken on the RTP has been about laying the groundwork and securing the funding necessary to ensure the project's success. Now, we begin to put the pieces in place – key personnel established across multiple areas, the creation of a Project Management Office (PMO), research and dialogue undertaken to shore up various Committees and Sub-Committees all the way up to the RSL State Executive (STEX).

All of us involved at this end of the project are not just genuinely invested in the success of the RTP and its commitment to our mission to serve Victorian veterans and their families, but also to ensuring everyone with an interest in the future success of the RSL network is not just informed but heard.

As we enter this busy period, if you would like to would like to catch up or refresh yourself on the work thus far undertaken for the RTP, you can find QR codes linking to Thoughtpost Governance's Independent Report and previous editions of the RTP Bulletins on the right.

Thanks for reading and for being a part of our journey towards a transformed and renewed RSL, that has at its heart the best possible support and advocacy for the ex-service community in Victoria.

Regards,

Ivan Spasic  
Senior Project Manager  
RSL Victoria



SCAN HERE FOR THOUGHTPOST GOVERNANCE'S INDEPENDENT REPORT



SCAN HERE FOR THE TRANSFORMATION PROJECT BULLETINS

# KEY RTP OBJECTIVES COMMENCED

## - QUARTER 1 2026

The focus in the first quarter of 2026 will be to commence the steps to deliver on the Strategic Outcome 1 - State Branch Governance Reform.

### OBJECTIVE 1.1

#### INVESTIGATE THE PROCESS FOR TRANSITIONING RSL (VICTORIAN BRANCH) INC. FROM AN INCORPORATED ASSOCIATION TO A COMPANY LIMITED BY GUARANTEE.

RSL Victoria is currently an Incorporated Association under the Associations Incorporation Reform Act 2012 (Vic). This is a structure designed primarily for small, not-for-profit community groups.

Thoughtpost Governance has recommended that RSL Victoria transitions into a Company Limited by Guarantee (CLG) which is governed by the Corporations Act 2001.

As a CLG the organisation is required to comply with the more rigorous reporting and governance standards set out in the Corporations Act 2001, and directors have stricter legal duties and liabilities.

Work continues this objective, with a checklist of actions prepared and completed which will inform next steps taken towards this important piece of RSL Victoria's governance reform.

For further detail on the rationale for this change, please go to the January FAQ found at the end of this Bulletin.

RSL Victoria Executive Project Director Sue Cattermole leads the work for this objective.

### OBJECTIVE 1.2

#### DEVELOP SKILLS MATRICES FOR THE GOVERNING BOARD (STEX) AND ITS SUB-COMMITTEES, CLEARLY ARTICULATING THE RANGE OF SKILLS REQUIRED TO ENABLE THE VARIOUS BODIES TO CARRY OUT THEIR RESPONSIBILITIES EFFECTIVELY.

Currently, eligibility for RSL Victoria's State Executive is based on service membership and regional representation rather than the mix of skills and experience that is needed to oversee the complexity of RSL Victoria's governance and operations.

As the governing body of RSL Victoria, the governing board currently lacks the flexibility to appoint individuals with the specific skills, experience and expertise necessary to effectively discharge its responsibilities. Introducing greater flexibility would strengthen the State Executive's capacity to draw on diverse expertise and perspectives, enhancing its ability to oversee the RSL's functions now and into the future.

To progress this objective in the immediate, a review of the existing STEX Sub-Branch Committees is in the process of being completed which has allowed STEX to confirm that each Committee's role, scope, and delegations are appropriately positioned to provide timely, informed advice and recommendations to STEX, with the flexibility of recruiting external skills and expertise.

In addition, we are in the process of appointing an external member to join STEX with expertise in large scale transformation. This together with the recent appointment of Jason Cooke to STEX will strengthen the current membership in two key areas.





## OBJECTIVE 1.3

### **ENSURING THE FUTURE STRUCTURE OF RSL VICTORIA'S GOVERNING BOARD (STATE EXECUTIVE) MEMBERSHIP ALLOWS FOR THE ELECTION OR RECRUITMENT OF EXTERNAL SKILLS AND EXPERIENCE TO GUIDE THE TRANSFORMATION PROCESS WHILST CONTINUING TO HONOUR THE LEGACY OF VETERAN SERVICE.**

To expedite work on this objective an RSL Victoria State Executive (STEX) workshop is planned for February 2026 to consider constitutional architecture such as:

- Objects (fundamental goals the constitution is trying to achieve)
- Membership structure
- General Meetings
- Board composition
- Sub-Branch relationships and relevant By-laws
- Patriotic Fund/Trust governance.

RSL Victoria Executive Project Director Sue Cattermole leads the work for this objective.

## OBJECTIVE 1.4

### **ESTABLISH A NOMINATIONS SUB-COMMITTEE, COMPRISED IN FULL, OR IN PART, OF INDEPENDENT MEMBERS TO SCREEN CANDIDATES NOMINATED FOR STATE EXECUTIVE.**

The work of the new Governance, Risk Nominations Sub-Committee (GRNC) will be to establish the minimum skills and experience required for their State Branch Governance roles and to ensure board policies, charters, delegations, and ethics frameworks are fit-for-purpose.

We are currently seeking experienced candidates for vacancies on the new GRNC.

RSL Victoria Executive Project Director Sue Cattermole leads the work for this objective.

## OBJECTIVE 5.1

### **THE ESTABLISHMENT OF TRANSFORMATION PROJECT GOVERNING BODIES, DEVELOPMENT OF A DIGITAL STRATEGY AND PROJECT MANAGEMENT OFFICE (PMO).**

To set the RSL Transformation Project (RTP) up for success, we are appointing skilled team members to support essential areas including governance, project planning, data, and communications, among others.

Work on this objective is well underway, with Shannon Waller seconded as Business Intelligence (BI) Lead, bringing extensive data expertise to the RTP. A dedicated PMO workspace is currently being set up, and the first Project Control Board (PCB) meeting is scheduled for February 2026. See note on the next page calling out for members to join Advisory Panels.

RSL Victoria Senior Project Manager Ivan Spasic leads the work for this objective.

## OBJECTIVE 5.6

### **DEVELOPMENT OF A STAKEHOLDER ENGAGEMENT STRATEGY AND PLAN DEVELOPED AND AGREED BY STEX.**

In recognising the importance of ongoing effective and regular communication in the delivery of the RSL Transformation Program a Stakeholder Engagement Strategy has been developed to provide a structured approach to identify, engage, and work with key stakeholders with involvement and influence in the outcomes of the RSL Reforms.

The goal of the strategy will be to increase engagement and understanding of the stated goals of the RTP, improve decision making, capture feedback, provide timely and transparent updates and ensure continued alignment between Sub-Branch needs and RTP priorities.

The key stakeholders will receive scheduled and tailored communications, including those in and outside the Sub-Branch network such as State Government, RSL Australia, RSL Victoria employees, various media, our broader membership base, and the wider veteran community.

The State Government continued support for the RSL Reform Program is essential if we require legislative or regulations to be changed.

Feedback will be regularly sought to not only improve communication but provide stakeholders with a means to ask questions and potentially identify and respond to any concerns about the reforms. Sharing both questions and answers with the whole network increases transparency and builds accountability.

The Stakeholder Engagement Strategy has been completed, and the creation of regular communications to stakeholder groups is currently underway.

RSL Victoria Executive Project Director Sue Cattermole leads the work for this objective.

# EXPRESSIONS OF INTEREST OPEN

## ADVISORY PANELS FOR RSL TRANSFORMATION PROJECT GOVERNANCE

We are seeking experienced and forward-thinking Sub-Branch members to join three Advisory Panels that will play a key role in guiding the delivery of the RTP.

These volunteer panels will bring together diverse voices from across our Sub-Branch Network to provide specific guidance and advice on the delivery of the RTP plan, become active contributors invested in the RTP delivery, broaden understanding of the stated goals of the reform agenda, improve decision making, capture feedback and help build network-wide trust and transparency.

The Advisory Panels will sit between the governing Project Control Board and the operational Project Management Office.

### What the Advisory Panels will do:

- Offer Sub-Branch perspectives on key reform priorities
- Tap into project and change management expertise that exists within the RSL Network
- Strengthen the approach to decision-making, implementation approaches, and assess emerging opportunities
- Help us stay accountable to the goals set out in the RSL Transformation Project plan.

### Who we're looking for:

We welcome volunteers who have expertise or interest in:

- Project governance / formation digital strategy
- Governance Reform
- State Branch service delivery
- Can commit to attending panel meetings (frequency to be advised).

Advisory Panel members must want to help shape genuine and meaningful outcomes for our organisation and community.

### How to express interest:

If you're interested in joining an Advisory Panel, please submit a short expression of interest outlining your background, experience, and why you would like to be involved.

Expressions of interest should be emailed to RSL Victoria Executive Project Director Sue Cattermole via [CEO.RSL@rslvic.com.au](mailto:CEO.RSL@rslvic.com.au) by COB Thursday 12 February 2025.



## INTRODUCING FREQUENTLY ASKED QUESTIONS (FAQs)

As part of RSL Victoria's Stakeholder Engagement Strategy, we want to provide you with the opportunity to seek feedback on questions or concerns about RSL Victoria's Transformation Project.

Gathering your questions centrally will help us:

- Produce an FAQs section featured on the [RSL Victoria Transformation Project \(RTP\) webpage](#) (launching February 2026) and assist others with similar questions
- Improve the content and communication of RTP updates including Bulletins.

If you have any questions regarding the RTP, please ask them by completing the form [HERE](#).

Alternatively, you can scan the QR code below to access the form.

If your question is in the broader interest of the RSL Victoria network, it will be featured anonymously in the FAQs section on the Transformation Project webpage.

### SCAN HERE FOR FAQ FORM



# FREQUENTLY ASKED QUESTIONS - JANUARY 2026

As we have already received a number of questions relating to three specific topics, we present some key RTP FAQ that all stakeholders may wish to familiarise themselves with ahead of the launch of the FAQ page on our website.

1. **RSL Victoria's transition to a company limited by guarantee (CLG)**
2. **Sale of Patriotic Fund Assets**
3. **State Branch's role as a Trustee.**

## 01 RSL VICTORIA'S TRANSITION TO A COMPANY LIMITED BY GUARANTEE (CLG)

- **Why is RSL Victoria proposing to transition to a company limited by guarantee (CLG)?**
- **Why not stay with what we have?**

RSL Victoria's transition from an incorporated association to a company limited by guarantee (CLG) was a key recommendation of the independent governance review commissioned by RSL Victoria and conducted by Andrew Whittaker from Thoughtpost Governance. The review concluded that, given the scale, complexity and responsibilities of the organisation, a company limited by guarantee would provide a more appropriate and sustainable governance framework.

A primary benefit of a CLG is that it provides a more robust, contemporary, and fit-for-purpose governance framework for a large, complex, state-wide organisation such as RSL Victoria. While the incorporated association model is suitable for small to medium, largely volunteer-run organisations, it was not designed for entities with significant assets, large workforces, complex regulatory obligations, substantial trading activities, and high public and reputational expectations.

Another benefit for governance and public confidence is that CLGs operates under the [Corporations Act 2001 \(Cth\)](#), which provides a nationally consistent governance regime. This includes clearer director duties, established standards of care and diligence, stronger financial reporting and audit requirements, and a substantial body of case law that gives clarity about how governance responsibilities are understood and applied.

In contrast, the incorporated association framework (our current arrangement under Victoria State Legislation) is more limited in scope and was developed primarily for smaller, less complex organisations to operate under a structure that provides limited safeguards to the community and members of the association.

Importantly, CLGs provides clearer role definition between members, directors and management. This clarity supports better decision-making, reduces ambiguity about authority and responsibility, and assists organisations to manage growth, complexity and change in an orderly way. Rather than concentrating power, this structure introduces the requirements of the Corporations Act essential to ensuring the governance of RSL Victoria meets the highest possible standards of accountability and transparency. A CLG will ensure that the board is capable of steering State Branch to deliver on its mission, along with a mature set of laws and precedence for resolving performance issues and protecting members and the community.

Another important consideration is the increasing level of regulatory and accountability expectations placed on RSL Victoria by the Victorian Government and other stakeholders in relation to the management of patriotic funds. These funds involve complex accounting, reporting and stewardship obligations that go beyond what many community-based organisations were originally designed to manage. A CLG provides a governance and reporting framework that is better aligned with these expectations, supports clearer oversight of restricted and trust-like funds, and strengthens confidence that such funds are being managed appropriately and in accordance with their purpose.

Similarly, RSL Victoria's obligations as a registered charity regulated by the Australian Charities and Not-for-profits Commission (ACNC), including its status as a Deductible Gift Recipient for tax-deductible donations, require a high standard of governance, financial control, and transparency. A CLG is widely recognised by regulators, funders and donors as the standard structure for large charities, and it aligns more naturally with contemporary charity compliance, reporting and assurance requirements.

For these same reasons, this model should also be considered by some of the larger and more operationally complex Sub-Branched. Where Sub-Branched operate significant commercial activities, employ staff, manage substantial community assets, or administer charitable or patriotic funds, a CLG can provide a clearer and more sustainable governance framework for volunteers and greater confidence for members, regulators and the broader community.

In summary, the case for a company limited by guarantee is not about reducing accountability, shifting control away from members, or concentrating decision-making in committees. It is about adopting governance structures that better match the size, complexity and responsibilities of the organisation, whether at state or Sub-Branch level, while preserving member influence, meeting modern regulatory expectations, and strengthening the RSL's capacity to serve veterans, their families and the community over the long term.

### EXTERNAL LINKS

Click [HERE](#) for more information on company limited by guarantee (CLG).

Click [HERE](#) for more information on incorporated association.

- **Does a CLG limit the accountability to Members?**

A concern that has been expressed by some groups is that a CLG reduces member influence or weakens governance. This concern is unfounded. Members remain central to the governance framework. They retain key powers, including approving the constitution, appointing and removing directors in accordance with that constitution, receiving financial and annual reports, and holding the board to account. These rights are embedded in the Corporations Act and can be reinforced through a constitution designed to reflect the values, traditions and expectations of the RSL.

A key element of member accountability will be built into the structure of the Board and nominations process. This will need to be approved by the members at a General Meeting as part of the approval process to transition RSL Victoria to a CLG.

Coupled with this structure, mechanisms such as an independent nominations committee are intended to support, not replace, the role of members. A nominations committee does not appoint directors and does not override member choice. Its role is to assist by identifying, assessing and recommending suitably qualified candidates against agreed criteria, so that members are better informed when making decisions about board composition. This strengthens the transparency, consistency and quality of the process, while leaving the ultimate authority with the members as set out in the constitution and within the framework of the [Corporations Act 2001 \(Cth\)](#).

## 02 SALE OF PATRIOTIC FUND ASSETS

- **What happens to the proceeds arising from the sale of Sub-Branch Patriotic Fund assets?**

In relation to the recent sale of the land and buildings of a Sub-Branch and the application of proceeds, those monies must be managed within the established Patriotic Funds framework.

The current intention is that proceeds from sales will be preserved and managed within the Statewide Patriotic Fund arrangements for strategic allocation over time. This approach is deliberate as it enables disciplined decisions that maximise long-term benefit, including ensuring funds can be directed to areas of highest need and to growth corridors where veteran demand is increasing, rather than being committed quickly without the benefit of proper planning and prioritisation.

Where a closure or sale results in veterans transitioning to neighbouring Sub-Branches, we do consider requests and proposals from affected Sub-Branches, including support required to manage increased membership, wellbeing demand, and local service capacity. These decisions, however, require assessment against broader statewide priorities, sustainability considerations, and the specific purposes of Patriotic Funds. For that reason, we are cautious about making early commitments until we have sufficient clarity on needs, options, and the most effective long-term reinvestment pathway.

## 03 THE STATE BRANCH AS TRUSTEE

- **Why does RSL Victoria State Branch continue to act as trustee on Sub-Branch properties?**

RSL Victoria State Branch acts as trustee on Sub-Branch properties as a safeguard to ensure that those assets are preserved for their intended purpose: the benefit of veterans and their families, both now and into the future.

This trustee role is a long-standing feature of the RSL governance framework in Victoria and reflects the special status of Sub-Branch properties as community and patriotic assets rather than ordinary commercial property.

This arrangement is consistent with the requirements of Victorian legislation governing veterans' matters and the use of patriotic funds. These laws impose specific obligations on how assets acquired through patriotic effort, fundraising, or government support may be held, used, and, if necessary, redistributed. The trustee structure ensures compliance with those obligations and provides confidence to government and the broader community that these assets are being protected appropriately.



- **Why is this safeguard necessary?**

Experience has shown that, without an effective safeguard, Sub-Branch properties can become vulnerable over time. In some cases, Committees have been unduly influenced by external community groups or have evolved to include few or no veterans. In more serious cases, facilities have been used primarily for purposes unrelated to veterans and their families, contrary to the intent under which the assets were originally established or supported.

While these cases are not the norm, they do occur from time to time. The trustee role exists to protect both the asset and the Sub-Branch Committee itself by ensuring that decisions about use, redevelopment, or disposal of property remain aligned with veterans' purposes and legislative requirements.

- **Is this about control by State Branch?**

No. The trustee arrangement is not intended to be, and is not used as, a control mechanism over Sub-Branches. Day-to-day management, operation, and activation of facilities remains the responsibility of the local Sub-Branch, which is best placed to understand local veteran and community needs.

- **What happens if a Sub-Branch closes or fails?**

Where a Sub-Branch can no longer operate, or where an asset is sold, any proceeds and remaining Patriotic Funds must be returned to the Patriotic Fund's framework. This ensures that money raised for veterans is not lost, diverted, or privatised, but remains available to support veteran welfare and, where appropriate, future facilities for veterans and their families elsewhere in the state.

The trustee structure enables this to occur in an orderly, transparent, and lawful way, consistent with government requirements.

- **Why is this important for the future?**

Sub-Branch properties are not just assets for current members; they are held in trust for future generations of veterans. The trustee arrangement helps ensure that these facilities, or the value they represent, are preserved in perpetuity for veteran purposes.

RSL Victoria also has an explicit responsibility, and an ongoing agreement with the State Government, to play this role within the overall governance framework. If the RSL does not manage this responsibility appropriately, government intervention becomes a real risk. Maintaining a clear, compliant trustee structure protects Sub-Branches, veterans, and the organisation as a whole.