



RSL
Victoria

RSL VICTORIA

TRANSFORMATION PROJECT BULLETIN

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AUGUST 2026



THE TIME FOR CHANGE IS NOW

Fourteen months ago, RSL Victoria commenced a significant transformation of our governance, organisational structure and long-term sustainability.

This work was not undertaken for the sake of change. It was driven by a clear need to address longstanding issues that have been raised by Sub-Branches for many years.

The independent ThoughtPost Governance Review (and prior to that the EY Report in 2022) confirmed that our current operating model was becoming increasingly fragile, both financially and structurally. While reform has often been discussed, decisive action has too often been delayed.

The Transformation Project is focused on:

- Reducing ambiguity within our Rules and By-laws.
- Introducing a higher standard of accountability and governance within the State Branch.
- Strengthening governance and accountability throughout the network.
- Providing greater flexibility to appoint suitably qualified and skilled people into leadership roles.
- Improving long-term financial sustainability of RSL Victoria.
- Providing better support to volunteers in the delivery of our core mission.
- Improving our collective service delivery and advocacy to veterans and families.

We have spent more than a decade discussing the challenges, and now in the past fourteen months we have developed a clear plan to address them. We have now taken the first tangible step for implementation.



AUGUST BULLETIN HIGHLIGHTS

This month’s Bulletin includes updates on:

- Governance Reform progress – State Branch
- Proposed Purpose
- New Constitution
- Legal and governance framework
- Membership Council
- Ongoing engagement
- Current structure vs proposed CLG structure.



GOVERNANCE REFORM PROGRESS - STATE BRANCH

The governance reform program is progressing steadily and represents an important first stage in modernising the organisation’s structure, strengthening accountability, and ensuring the organisation remains sustainable and member-led into the future.

This update is intended to assist Sub-Branches in understanding the proposed governance changes, the reasons for those changes, and the opportunities members will have to provide feedback throughout the process.

The reforms have been developed following extensive consultation and are designed to preserve veteran ownership while establishing a contemporary governance framework that supports effective decision-making, transparency, and long-term organisational success.



PROPOSED PURPOSE

As part of the constitutional review, the current purpose of the Branch (Rule 3.1 of the current Rules) has been reviewed and redeveloped following consultation with the State Executive, the Governance Advisory Panel, and HWLE legal advisers.

The revised purpose will form part of the new Constitution and has been developed to modernise the RSL’s objects and purpose, providing a clear and contemporary expression of why the RSL exists, who it serves, and how it fulfils its commitment to members, veterans, and their families.

The key revisions strengthen governance language, establish a clearer connection to the RSL’s constitutional purpose and objects, and provide a member-led leadership that reflects the RSL’s future direction.

Next Step: Members are invited to review the draft purpose accompanying this update and provide feedback before it is incorporated into the new Constitution.

Key Improvements: Stronger governance language that provides clearer connection to constitutional purpose and objects, and a more member-focused call to action.



SCAN HERE FOR PROPOSED PURPOSE DOCUMENT

NEW CONSTITUTION

Development of the draft Constitution for a proposed company limited by guarantee (CLG) is nearing completion.

The new Constitution will replace the current State Branch Rules and By-laws and provide a single governing document that clearly defines RSL Victoria's governance framework, membership arrangements, leadership responsibilities, and decision-making processes.

The Constitution includes provisions covering:

- Purpose and membership
- Meeting procedures
- Appointment and removal of the nine (9) skilled and experienced Directors, of which at least five (5) of which will be Service Members
- Board powers, limits and responsibilities
- Membership Council custodianship, powers and responsibilities.

Why this matters: The new Constitution will establish a fit-for-purpose governance framework that:

- Clearly separate governance responsibilities between members, the Membership Council, and the Board
- Strengthens director accountability and compliance obligations
- Provides greater consistency with contemporary not-for-profit and charity governance practices.



ADDRESSING KEY FEEDBACK AND CONCERNS

Do veterans lose ownership?

No. This model strengthens veteran ownership. Service and Life Members will have extended governance rights through the Constitution and proposed Membership Council arrangements. A review of the current voting system will be deferred until the new State Congress 2027 post the implementation of the CLG.

Will Sub-Branches disappear or lose their financial assets because of moving to a CLG?

There is no change to rights and responsibilities of Sub-Branches, the transition of the State Branch to a CLG is simply the legal and governance structure. Sub-Branches will continue to operate as they are currently constituted, with their role, representation and relationship to the Membership Council defined in the new Constitution.

Does the change to the legal and governance framework change the purpose of the RSL, our veteran focus or our commitment to veterans?

The change strengthens accountability to members and veterans. For Sub-Branch members, the key message is that the proposed transition of the State Branch to a CLG is primarily a change to the legal and governance framework of the State Branch, not a change to the organisation's purpose.

Will Sub-Branches also be required to transition to a CLG?

No. Some larger Sub-Branches may choose to transition to a CLG in the future.

Next Step: A draft Constitution will be considered by the Advisory Panel and State Executive Working Group in September. It's intended that this will be disseminated to Sub-Branches for feedback as soon as it is available.



LEGAL GOVERNANCE FRAMEWORK

Specialist legal advice has now been completed that outlines the process required for Life and Service Members to consider and vote on the proposed CLG model. The advice also identifies applicable regulatory requirements involving Consumer Affairs Victoria (CAV), Australian Securities and Investments Commission (ASIC), and the Australian Charities and Not-for-profits Commission (ACNC).

This work helps ensure the proposed governance model is established in accordance with legal and regulatory obligations and that members have access to clear information before any voting process takes place.

Next Step: Planning is underway for an Extraordinary Conference and the development of member information materials to support informed decision-making.



MEMBERSHIP COUNCIL

The proposed Membership Council is a key feature of the future governance model, designed to reinforce veteran leadership and ownership of the league within Victoria. This will be achieved through the introduction of measures including a review of the current voting system (any changes to the current system will be deferred until 2027 post the implementation of the CLG), increased regional representation and oversight of the new Board.

Its proposed role includes:

- Acting as the members of the company limited by guarantee.
- Appointing suitably qualified and skilled Directors through a robust nominations and selection process.
- Holding the Board accountable for organisational performance.
- Approving future constitutional amendments.

Why this matters: The Membership Council is intended to provide a formal mechanism for member oversight while supporting contemporary governance practices and maintaining the voice of veterans within the RSL's leadership structure.

Next Step: Work is continuing on refining the council composition, elections, and representation arrangements, with further details to be released for consultation later this year.

ONGOING MEMBER ENGAGEMENT

The success of the governance reform program depends on meaningful member participation. Sub-Branches will continue to receive information and consultation materials as key elements of the reform are finalised.

Members are encouraged to review the information provided, discuss the proposed changes within their Sub-Branches, and contribute feedback throughout the consultation process to help shape the organisation's future governance framework.

CURRENT STRUCTURE VS PROPOSED CLG STRUCTURE

Current State Branch Structure	Proposed CLG Structure
Governed by State Branch Rules and By-laws.	Governed by a single Constitution.
Incorporated under Victorian association legislation.	Incorporated as a public company limited by guarantee under the Corporations Act and regulated by ASIC (and ACNC if charitable status is obtained).
Governance responsibilities can overlap between State Annual Conference, Executive, committees and management.	Clear separation of responsibilities between Members, Membership Council, Directors, Board and Management.
State Executive members generally act as both representatives and governors.	Directors have defined legal duties and governance responsibilities under company law.
Constitutional changes are made through existing State Annual Conference processes.	Constitutional changes are separately managed through the Membership Council. An Annual Congress will be held for League Members to receive Board reporting on the Company's activities and financial performance
Member representation occurs through existing Sub-Branch and State Annual Conference arrangements.	Member representation is proposed through the Sub-Branch elected Membership Council acting on behalf of members.
The current governance framework is outdated and disjointed as it has evolved over many decades through amendments to Rules and By-laws.	Governance framework is consolidated into a contemporary Constitution designed for long-term sustainability and Standard Operating Procedures.



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 webpage](#) and assist others with similar questions
- Improve the content and communication of Transformation Project updates including Bulletins.

If you have any questions regarding the Transformation Project, 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 FAQs



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