

Procedure: Request for Consent to Dealings under clause 5.2

June 2023





1 Introduction

This procedure applies to any Sub Branch or District Branch whose constitution provides that RSL Queensland consent is required prior to exercising certain powers, such as entering into property Dealings, borrowing, or raising money or issuing securities (**Dealings**) (e.g., as per clauses 5.2(a), (b) and (d) in the Sub Branch Model Constitution and District Branch Constitution available on the RSL Queensland website (**Model Constitution**).

This procedure is designed to enable Sub Branches to prepare a compliant and timely submission to RSL Queensland for approval.

This entire procedure is based upon the application of good governance practices.

2 Procedure: Flow and Timeline for Sub Branch request

- a. The Sub Branch:
 - i. identifies the proposed Dealing;
 - ii. negotiates the terms of the documentation relevant to the proposed Dealing or transaction; and
 - iii. provides the draft documentation to the District Secretary/District President, along with the additional documents listed in the Sub Branch Guidelines contained in **Annexure A**.
- b. The District Secretary reviews the application and verifies with the Sub Branch that the documents have been provided in accordance with **Annexure A**.
- c. If the District Secretary is satisfied that the Sub Branch has provided the required documentation, the District will complete the checklist contained in **Annexure C** and submits application, the checklist and the District's recommendations regarding the proposed Dealing to RSL Queensland League Services at leagueservices@rslqld.org.
 - Note if the District is not satisfied that all required documentation has been provided by the Sub Branch, the District must notify League Services for their records.
- d. League Services is to review the application and the District's recommendations and provide to the RSL Queensland teams listed in the checklist contained in **Annexure C** for subject matter expertise review (**SME Review**).
- e. If, upon receipt of the SME Review, League Services determines that the application contains all required documentation and information, League Services will prepare a paper to the Board requesting Board consent to the Dealing, in accordance with the pro forma briefing paper contained in **Annexure E**.
 - Note if League Services is not satisfied that the application contains all required documentation and information, League Services will contact the Sub Branch and District Branch and request further information.
- f. The Board will review the application and the board paper at the next Board meeting.











g. League Services notifies the Sub Branch and District of the outcome. If the application is approved, League Services to issue a letter in accordance with the letter contained in **Annexure G**.

3 Procedure: Flow and Timeline for District Branch request

- a. The District Branch:
 - iv. identifies the proposed Dealing;
 - v. negotiates the terms of the documentation relevant to the proposed Dealing or transaction; and
 - vi. provides the draft documentation to RSL Queensland League Services at leagueservices@rslqld.org, along with the additional documents listed in the District Guidelines contained in **Annexure B**.
- b. League Services is to review the application and provide to the RSL Queensland teams listed in the checklist contained in **Annexure D** for subject matter expertise review (**SME Review**).
- c. If, upon receipt of the SME Review, League Services determines that the application contains all required documentation and information, League Services will prepare a paper to the Board requesting Board consent to the Dealing, in accordance with the pro forma briefing paper contained in **Annexure E**.
 - Note if League Services is not satisfied that the application contains all required documentation and information, League Services will contact the District Branch and request further information.
- d. The Board will review the application and the board paper at the next Board meeting (refer to **Annexure F** for the meeting dates).
- e. League Services notifies the District Branch of the outcome. If the application is approved, League Services to issue a letter in accordance with the letter contained in **Annexure G**.











Annexure A Sub Branch Guidelines

Request for approval to enter into a Dealing

Clause 5.2 of the Sub Branch Model Constitution (being the version available on the RSL Queensland website) (**Model Constitution**) requires a Sub Branch of RSL Queensland (**Sub Branch**) to obtain the approval of RSL Queensland in certain circumstances, such as prior to a Sub Branch exercising a power to enter into any of the following Dealings:

- 1. purchase, sell, lease, mortgage, charge, exchange or otherwise acquire, dispose of, or encumber any real property (e.g., as per clause 5.2(a) of the Model Constitution);
- 2. borrow or raise money in particular by mortgage or other securities on any property of the Sub Branch (e.g., as per clause 5.2(b) of the Model Constitution); or
- 3. issue debentures and other securities (e.g., as per clause 5.2(d) of the Model Constitution), (**Dealing**).

This document sets out guidelines for Sub Branches who are required to obtain the approval of RSL Queensland, prior to entering into a Dealing.

What do I need to do when requesting the approval of RSL Queensland?

The Sub Branch must provide the following documentation to their relevant District Branch:

What do I need to provide	Important things to note
A letter addressed to RSL Queensland requesting approval to the Sub Branch entering into the Dealing	 The letter should specify that the exercise of power has been authorised by the Sub Branch in accordance with the terms of its constitution. A template letter is included in Attachment A.
A copy of the minutes of the meeting where the Board/members (as appropriate) approved the Sub Branch entering into the Dealing	 In most cases, the Sub Branch Board will have the power to enter into the Dealing without requiring member approval, in which case minutes of the relevant Board meeting should be provided. RSL Queensland reserves the right to not progress dealing requests when the relevant minutes are not provided.
A true copy of any documents and information evidencing or effecting the proposed exercise of power by the Sub Branch to enter into the Dealing	 For example, for the purchase of a property, provide the final version of the contract. If a contract has already been signed, ensure it has been signed correctly and dated. Loan documents from reputable financial institutions



	The document provided must be the final version (but it does not need to be a certified copy).
Evidence that the Sub Branch is capable of meeting the financial obligations arising from the Dealing	 Sub Branch to provide confirmation that the most recent audited financial statements are available on ACNC website, and if not, the recent audited financial statements are to be provided. Sub Branch to also provide a copy of unaudited accounts for the period following the statements being audited. Sub Branch to provide other relevant supporting documentation as reasonably required by RSL Queensland depending on the nature of the Dealing. This should include 3-5 year cashflow, profit and loss and balance sheet projections demonstrating the impact of the proposed Dealing, as well as key ratios including working capital, current ratio, and profit.
Evidence that the Sub Branch has carried out sufficient due diligence enquiries regarding the Dealing and is satisfied with the results of its due diligence enquiries.	 E.g., for the purchase or sale of a property, the Sub Branch should ideally provide, at a minimum, a valuation of the Property or some form of evidence that the transaction is at market value (e.g., a valuation or market appraisal, but not the valuer general's valuation of the unencumbered land). For property transactions, a title search should always be provided, evidencing the current owner of the property.
A letter from the Sub Branch's independent legal advisor confirming that they have provided the Sub Branch with legal advice regarding the Dealing	

What happens next?

The relevant District Branch will review the documentation provided to ensure that all correct information has been provided. If there are any concerns, the District Branch will reach out to the Sub Branch for further information.

Please note: This Fact Sheet is intended to provide a general understanding of the subject matter. It is not legal, financial, or commercial advice and independent professional advice is required for each set of particular circumstances and needs. You must ensure that the information is suitable to your needs, and it is not to be used as a substitute for matter-specific advice from qualified professionals.













Attachment A Letter to State Branch

[insert date]

Returned & Services League of Australia (Queensland Branch) PO Box 629 Spring Hill QLD 4004

Dear

Ref: Request for approval to enter into clause 5.2 Dealing for [insert name of Sub Branch] ("the Sub Branch")

The Sub Branch proposes to [insert an explanation of what the transaction is and how it will benefit the Sub Branch, e.g., does it align with the objects, how does it benefit veterans, what is the financial consequence]. The Sub Branch is seeking the approval of RSL Queensland to this Dealing, in accordance with the terms of the Sub Branch's constitution.

Please find attached the following, for the approval of RSL Queensland:

- 1. a copy of the Sub Branch minutes;
- 2. a true copy of [contract, lease etc. this should be the document that the Sub Branch is entering into as part of the transaction];
- 3. a copy of evidence that the Sub Branch is capable of meeting the financial obligations arising from the Dealing:
 - a. a copy of the recent audited financial statement [if not available on ACNC website or delete and include confirmation statement below];
 - b. a copy of unaudited accounts and financial projections for [insert dates] being the period following the statements being audited;
 - c. [insert any other specific documents provided such as 3-5 year cashflow, profit and loss and balance sheet projections demonstrating the impact of the proposed Dealing, as well as key ratios including working capital, current ratio, and profit];
- 4. a copy of evidence that the Sub Branch has conducted sufficient due diligence enquiries regarding the Dealing, and is satisfied with the results of its due diligence enquiries:
 - a. [insert specific documents provided at a minimum Sub Branch must provide a title search]; and
- 5. a copy of a letter from the Sub Branch's independent legal advisor confirming that they have provided the Sub Branch with legal advice regarding the Dealing.

In addition, Appendix 1 of this letter contains a summary of the commercial terms of the Dealing, to assist in the progression of this application.

I confirm that the exercise of power has been authorised by the Sub Branch in accordance with the terms of its constitution and the most recent audit financial statement is available on ACNC













website [delete if not available on ACNC website and include a copy as listed above also delete if not relevant e.g. for a sale of property].

Please contact [*insert name*] on [*insert telephone number*] or at [*insert email* address] should you wish to discuss this matter.

Yours sincerely

[insert name of Secretary]
Secretary
[insert name of Sub Branch]











Appendix 1

Summary of Commercial Terms

A summary of the commercial terms of the Dealing is as follows:

[Example table for lease]

Landlord:	
Tenant:	
Premises:	
Term:	
Rent:	
Rent Reviews:	
Operating Expenses:	
Sub Branch's Obligations:	
Council's Obligations:	
Reporting:	
Onerous/Unusual Provisions:	











Attachment B

Suggested Resolutions

Special Resolution 1

That the members of [insert] Sub Branch resolve to submit the application for consent to [e.g., enter into the Contract for the purchase /sale of xxx] to [insert] District Branch for review and submission to RSL Queensland for approval.

Special Resolution 2

That the members of [insert] Sub Branch resolve to [e.g., enter into the Contract for the purchase / sale of xxx] once approved by RSL Queensland.











Annexure B District Guidelines

Request for approval to enter into a Dealing

Clause 5.2 of the District Branch Model Constitution available on the RSL Queensland website (current as of March 2023)) (**Model Constitution**) requires a District Branch of RSL Queensland (**District Branch**) to obtain the approval of RSL Queensland in certain circumstances, such as prior to a District Branch exercising a power to enter into any of the following Dealings:

- 4. purchase, sell, lease, mortgage, charge, exchange or otherwise acquire, dispose of, or encumber any real property (e.g., as per clause 5.2(a) of the Model Constitution);
- 5. borrow or raise money in particular by mortgage or other securities on any property of the District Branch (e.g., as per clause 5.2(b) of the Model Constitution); or
- 6. issue debentures and other securities (e.g., as per clause 5.2(d) of the Model Constitution), (**Dealing**).

This document sets out guidelines for District Branches who are required to obtain the approval of RSL Queensland, prior to entering into a Dealing.

What do I need to do when requesting the approval of RSL Queensland?

The District Branch must provide the following documentation to RSL Queensland:

What do I need to provide	Important things to note
A letter addressed to RSL Queensland requesting approval to the District Branch entering into the Dealing	 The letter should specify that the exercise of power has been authorised by the District Branch in accordance with the terms of its constitution. A template letter is included in Attachment A.
A copy of the minutes of the meeting where the members approved the District Branch entering into the Dealing	RSL Queensland strongly recommends that the District Branch obtains approval of the members to enter into the Dealing, even if this is not a requirement of the District Branch's constitution.
A true copy of any documents and information evidencing or effecting the proposed exercise of power by the District Branch to enter into the Dealing	 For example, for the purchase or sale of a property, provide the final version of the contract. If a contract has already been signed, ensure it has been signed correctly and dated. The document provided must be the final version (but it does not need to be a certified copy).













Evidence that the District Branch is capable of meeting the financial obligations arising from the Dealing	 District Branch to provide confirmation that most recent audited financial statement is available on ACNC website. If not, the most recent audited financial statement is to be provided. District Branch to also provide copy of unaudited accounts for the period following the statements being audited. District Branch to provide other relevant supporting documentation as reasonably required by RSL Queensland depending on the nature of the Dealing. This should include 3-5 year cashflow, profit and loss and balance sheet projections demonstrating the impact of the proposed Dealing, as well as key ratios including working capital, current ratio, and profit.
Evidence that the District Branch has carried out sufficient due diligence enquiries regarding the Dealing and is satisfied with the results of its due diligence enquiries.	 E.g., for the purchase or sale of a property, the District Branch should ideally provide, at a minimum, a valuation of the Property or some form of evidence that the transaction is at market value (e.g., a valuation or market appraisal, but not the valuer general's valuation of the unencumbered land). For property transactions, a title search should always be provided, evidencing the current owner of the property.
A letter from the District Branch's independent legal advisor confirming that they have provided the District Branch with legal advice regarding the Dealing	

What happens next?

League Services will review the documentation provided to ensure that all the correct information has been provided. If there are any concerns, League Services will reach out to the District Branch for further information.

Please note: This Fact Sheet is intended to provide with a general understanding of the subject matter. It is not legal, financial, or commercial advice and independent professional advice is required for each set of particular circumstances and needs. You must ensure that the information is suitable to your needs, and it is not to be used as a substitute for matter-specific advice from qualified professionals.













Attachment A Letter to State Branch

[insert date]

Returned & Services League of Australia (Queensland Branch) PO Box 629 Spring Hill QLD 4004

Dear

Ref: Request for approval to enter into clause 5.2 Dealing for [insert name of District Branch] ("the District Branch")

The District Branch proposes to [insert an explanation of what the transaction is and how it will benefit the District Branch, e.g., does it align with the objects, how does it benefit veterans, what is the financial consequence]. The District Branch is seeking the approval of RSL Queensland to this Dealing, in accordance with the terms of the District Branch's constitution.

Please find attached the following, for the approval of RSL Queensland:

- 6. a copy of the District Branch minutes;
- 7. a true copy of [contract, lease etc. this should be the document] that the District Branch is entering into as part of the transaction];
- 8. a copy of evidence that the District Branch is capable of meeting the financial obligations arising from the Dealing:
 - a. a copy of the recent audited financial statement [if not available on ACNC website or delete and include confirmation statement below];
 - b. a copy of unaudited accounts and financial projections for [insert dates] being the period following the statements being audited;
 - c. [insert any other specific documents provided such as 3-5 year cashflow, profit and loss and balance sheet projections demonstrating the impact of the proposed Dealing, as well as key ratios including working capital, current ratio, and profit];
- 9. a copy of evidence that the District Branch has conducted sufficient due diligence enquiries regarding the Dealing, and is satisfied with the results of its due diligence enquiries:
 - a. [insert specific documents provided at a minimum District Branch must provide a title search]; and

a copy of a letter from the District Branch's independent legal advisor confirming that they have provided the District Branch with legal advice regarding the Dealing.

In addition, Appendix 1 of this letter contains a summary of the commercial terms of the Dealing, to assist in the progression of this application.

I confirm that the exercise of power has been authorised by the District Branch in accordance with the terms of its constitution and the most recent audit financial statement is available on ACNC













website [delete if not available on ACNC website and include a copy as listed above also delete if not relevant e.g. for a sale of property].

Please contact [*insert name*] on [*insert telephone number*] or at [*insert email* address] should you wish to discuss this matter.

Yours sincerely

[insert name of Secretary]
Secretary
[insert name of District Branch]











Appendix 1

Summary of Commercial Terms

A summary of the commercial terms of the Dealing is as follows:

[Example table for lease]

Landlord:	
Tenant:	
Premises:	
Term:	
Rent:	
Rent Reviews:	
Operating Expenses:	
Sub Branch's Obligations:	
Council's Obligations:	
Reporting:	
Onerous/Unusual Provisions:	











Attachment B

Suggested Resolutions

Special Resolution 1

That the members of [insert] District Branch resolve to submit the application for consent to [e.g., enter into the Contract for the purchase /sale of xxx] to RSL Queensland for approval.

Special Resolution 2

That the members of [insert] District Branch resolve to [e.g., enter into the Contract for the purchase / sale of xxx] once approved by RSL Queensland.











Annexure C

Checklist – Sub Branch request for Consent to a Dealing under clause 5.2

Application Details

Date of Application:	
Sub Branch Name:	
District Name:	

Checklist

Responsible Party	Requirement	Completed By (insert name and date)
District Branch to	Documentation provided by Sub Branch and reviewed by District Branch:	
review	Letter requesting approval for the Sub Branch to enter into the Dealing (as per the Guidelines)	
	Copy of minutes of Sub Branch meeting with relevant resolutions (as per the Guidelines)	
	True copy of documents and information evidencing or effecting the proposed exercise of power by Sub Branch to enter into the Dealing as listed in the Sub Branch's letter	
	 Copy of evidence the Sub Branch is capable of meeting the financial obligations arising from the Dealing: Recent audited financial statement or copy obtained from ACNC website; Unaudited accounts for period following the statements being audited; Other documentation evidencing 3-5 year cashflow, profit and loss and balance sheet projections demonstrating the impact of the proposed Dealing, as well as key ratios including working capital, current ratio, and profit; and 	













Responsible Party	Requirement	Completed By (insert name and date)
	 Copy of other relevant documents listed in the Sub Branch's letter including title search and valuation (if relevant). 	
District Branch to provide to State Branch	 District Branch to provide to State Branch (via League Services): the Sub Branch documentation listed above; and a copy of this checklist, with the relevant sections completed. Note – It is not necessary for the District Branch to submit copies of minutes confirming approval by the District Branch of the proposed changes. Completion of this form is sufficient evidence of the approval by the District Branch. Note – If the District Branch is unable to complete the checklist, details, including documented reasons, are to 	
	be provided to the Sub Branch and League Services for their records.	
League Services to manage	Application reviewed by League Services and provided to relevant RSL Queensland teams for SME Review and sign off.	
process	Legal Services to review and confirm that the documentation reflects the Sub Branch's explanation of the transaction and there is nothing highly unusual in the documentation	
	Note - Legal review is high level only and not technical review/advice	
	 Assets team to review and confirm that there does not appear to be anything highly unusual surrounding the transaction 	
	Note - Assets review is high level only and not technical review/advice	
	 Finance team to review and confirm that there does not appear to be anything highly unusual in the Sub Branch's financial documentation 	
	Note – Finance review is high level only and not technical review/advice. If the Sub Branch is receiving finance from a third party, the finance review will be satisfied if the Sub Branch provides confirmation of the third party funding, and there does not appear to be anything highly unusual in this regard	











Responsible Party	Requirement	Completed By (insert name and date)
	Application to be reviewed by the Board at next Board Meeting and outcome notified to League Services	
	League Services to notify the District Branch and Sub Branch of the outcome	











Annexure D

Checklist – District Branch request for Consent to a Dealing under clause 5.2

Application Details

Date of Application:	
District Name:	

Checklist

Responsible Party	Requirement	Completed By (insert name and date)
League Services to	Documentation provided by District Branch and reviewed by League Services:	
Letter requesting approval for the District Brand enter into the Dealing (as per the Guidelines)	Letter requesting approval for the District Branch to enter into the Dealing (as per the Guidelines)	
	Copy of minutes of District Branch meeting with relevant resolutions (as per the Guidelines)	
	True copy of documents and information evidencing or effecting the proposed exercise of power by District Branch to enter into the Dealing as listed in the District Branch's letter	
	 Copy of evidence the District Branch is capable of meeting the financial obligations arising from the dealing: Recent audited financial statement or copy obtained from ACNC website; Unaudited accounts for period following the statements being audited; Other documentation evidencing 3-5 year cashflow, profit and loss and balance sheet projections demonstrating the impact of the proposed Dealing, as well as key ratios including working capital, current ratio, and profit; and Copies of other relevant documents listed in the District Branch's letter including title search and valuation (if relevant). 	













Responsible Party	Requirement	Completed By (insert name and date)
League Services to manage process	Application reviewed by League Services and provided to relevant RSL Queensland teams for SME Review and sign off.	
	 Legal Services to review and confirm that the documentation reflects the Sub Branch's explanation of the transaction and there is nothing highly unusual in the documentation 	
	Note - Legal review is high level only and not technical review/advice	
	 Assets team to review and confirm that there does not appear to be anything highly unusual surrounding the transaction 	
	Note - Assets review is high level only and not technical review/advice	
	 Finance team to review and confirm that there does not appear to be anything highly unusual in the Sub Branch's financial documentation 	
	Note – Finance review is high level only and not technical review/advice. If the Sub Branch is receiving finance from a third party, the finance review will be satisfied if the Sub Branch provides confirmation of the third party funding, and there does not appear to be anything highly unusual in this regard	
	Application to be reviewed by the Board at next Board Meeting and outcome notified to League Services	
	League Services to notify the District Branch of the outcome	











Annexure E

Board Briefing Paper

Title					
Sponsor (Author)	[Person completing the briefing paper]				
Purpose	To inform the Board of the application of the [insert sub branch/district branch] to enter into [insert Dealing, e.g., the contract] and to obtain Board approval to the transaction.				
Intent	For noting □ For discussion □ For Decision ⊠				
Resolution Sought	That the Board approve the application of the [insert sub branch/ district branch] to enter into [insert Dealing, e.g., the contract] as attached to this paper.				
Attachments	Completed checklist Letter to State Branch requesting consent to the proposed dealing A true copy of [list the document that evidences or effects the proposed exercise of power by the Sub Branch/District Branch to enter into the Dealing]				
Exec Summary	[insert sub branch/district branch] proposes to enter into [list the Dealing that the Sub Branch/District Branch wishes to enter into, e.g., "a contract for the purchase of] (the Dealing). [insert explanation of why the Sub Branch/District Branch is entering into the transaction, if appropriate]. Under the terms of the Sub Branch's [District Branch] constitution, the Sub Branch [District Branch] must obtain the approval of RSL Queensland prior to the Sub Branch [District Branch] entering into the Dealing.				
Background	A summary of the commercial terms of the Dealing is as follows: Example table for lease – use information from the letter from the Sub Branch/District Branch Landlord: Tenant: Premises: Term: Rent: Rent Reviews: Operating Expenses: Sub Branch's Obligations: Council's Obligations: Reporting: Onerous/Unusual Provisions:				











Board Meeting xx Month 2023



Considerations:							
Risk	[Detail any risks and mitigations not apparent in the foregoing]						
Budget / Financial	[Any material unbudgeted financial considerations such as marketing and rebranding]						
Corporate Governance & Compliance	The checklist sets out the required process and ensures the necessary steps are taken and documentation provided to the Board to furnish an application to exercise power to enter into a Dealing under clause 5.2 of the [insert sub branch/district branch] constitution and facilitate the Board's decision making.						
Other Matters							
Future actions	League Services to advise Sub Branch and District Branch of approval.						









Letter confirming approval -Sub Branch dealings under clause 5.2



Annexure F

Letter to Sub Branch/District Branch confirming approval

[insert date]

[insert Sub/District Branch details]

Dear

Ref: Request for approval to enter into clause 5.2 Dealing for [insert name of Sub/District Branch]

We refer to your letter dated [insert date] requesting the consent of RSL Queensland to enter into [insert details of Dealing] (the Dealing).

We confirm that the Dealing was approved by RSL Queensland at the meeting of the Board dated [insert date].

Please note, the approval of RSL Queensland is not to be taken as legal, financial, or commercial advice regarding the Dealing and RSL Queensland accepts no liability in this regard.

Yours sincerely

[insert details of signatory]









Letter confirming approval Sub Branch dealings under clause 5.2



Document Details							
Document Owner		League Services					
Document Author		Hayley Stephens (Head of Legal) hayley.stephens@rslqld.org					
Authorised by		RSL Queensland Board of Directors					
Version Number	Reaso Chang		Approval Date	Last Review Date	Review Cycle	Next Review Date	
1.0	N/A		June 2023	N/A			







