



Address: PO Box 710 Sydney Markets NSW 2129; **Phone:** 02 8736 1256
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3 May 2020

Per email: centres@rdansw.org.au

RDA (NSW) Centre Secretary,

RE: 2020 AGM for RDA (NSW)

Under the Constitution of RDA (NSW), and more importantly, under the provisions of the Corporations Act 2001, the Annual General Meeting of a public company (and, for the purposes of this provision, this includes RDA (NSW)) must hold its AGM within five months of the end of the financial year to which the AGM applies.

As RDA (NSW) has a financial year ending on 31 December, at law the Association must hold its AGM prior to 31 May 2020. However, due to the COVID-19 pandemic, and the resultant precautionary provisions to help prevent the spread of infections, it will not be possible.

There are severe penalties for failure by a public company (RDA (NSW) is such a company for this purpose) to hold its AGM by the latest possible time.

While it is possible to apply to the Australian Securities and Investments Commission for an extension of time to hold the AGM, this application costs \$3,487. However, it is not necessary to lodge an application for an extension of time as ASIC has stated that while it cannot give a general extension of time for affected companies to hold their AGM, due to the current COVID-19 situation it will "take no action" in relation to enforcement action for failure by companies to hold their AGM by the end of the five month period after the end of their financial year. This "take no action" period is initially for two months but may be extended depending on circumstances.

In making this "take no action" statement, ASIC also noted that, if it is possible, under the company's constitution, for a company to hold its AGM by some other means than face to face (for example by teleconference), the company should consider taking that course of action rather than delaying its AGM.

As a result of this qualification, the Board is asking Centres to answer a few questions to determine the feasibility of RDA (NSW) holding its 2020 AGM by teleconference. RDA (NSW) has a licenced product, Zoom, which allows the holding of meetings electronically. A participant can join via phone, iPhone, iPad or computer. It is their choice. The questionnaire/survey relating to this enquiry is attached to this letter.

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"RDA (NSW) is a volunteer organisation that provides horse - related activities to enrich the lives of people with disabilities"

If sufficient responses are received in favour of holding the RDA (NSW) 2020 AGM by teleconference to satisfy the quorum requirements of the Constitution, arrangements will be made for a teleconference to be set up. The timing will depend on the various "Notice" periods under the Constitution and the procedure for this would be as follows:

1. Centres need to complete the attached survey about potential numbers attending from their RDA Centre.
2. If a quorum is reached, the Centre will receive an email.
3. The email will contain the meeting link and code and all other details for the meeting.
4. The Centre will forward the email with the Zoom meeting details to all of the Centre's financial members.
5. If a financial member of a Centre cannot receive emails, information can be included in the letter which is sent as usual to such members.
6. The financial member can join the meeting with computer/iPad/Laptop or phone.
7. Those joining by computer, iPad, iPhone or laptop – click on the link in the email.
8. If asked, type in the ID number (also in the email) when prompted.
9. Once linked to the meeting, click on the microphone and/or video symbols if you want to be able to be heard and/or seen.
10. If joining by phone, dial the number supplied then dial the ID number when prompted.

If using a computer, it needs to have a microphone and speaker (camera is optional and, if available, can be switched off). However, if the computer does not have a speaker or microphone, but the participant wants to observe what is going on, they can log in via both computer (for the vision) and by phone (to hear and speak).

In view of the current COVID-19 restrictions regarding meetings, please note that no more than two non-family members may be involved in any meeting and that those two must maintain a distance of at least 1½metres apart (although these requirements might be varied as the pandemic continues). Also, if more than one person will be at the same place and the meeting will be joined by telephone, a speaker telephone would be required.

Keeping the above factors in mind, could the Centre please complete the attached questionnaire and return to State Office within 14 days of the date of this letter.

If any Centre is wondering what it is like to hold a Zoom meeting, the Board is willing to help any Centre by holding a "trial" for any Centre without any obligation on the Centre to agree to taking part in a teleconference AGM.

Yours sincerely,



(Joseph Orland)

Honorary Director, Company Secretary, Finance Officer
RDA (NSW)



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To State Office: stateoffice@rdansw.org.au

1. Name of Centre providing this response:

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2. Would members of your Centre be interested in taking part in RDA (NSW)'s AGM by teleconference, either by telephone or via computer (either with or without video but with microphone and speaker)? [please place an "X" in the appropriate box]

Yes		No	
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3. Given the strict requirements imposed preventing meetings by non-family members, if there are members of your Centre who would be interested in taking part in the RDA (NSW) AGM, are each of those members able to join the meeting via either computer or telephone?

Yes		No	
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4. If there are members of your Centre who would take part in the RDA (NSW) AGM if it was to be held via teleconference, how many would there be from your Centre?

Anticipated number of Centre Members likely to take part – to ensure sufficient provisions can be made at the teleconference for the anticipated numbers	
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5. If the AGM cannot be held by teleconference, would the Centre have any of its Members at the AGM if it is held at or near the Central Coast Centre some time after the current issues re the COVID-19 no longer exist?

Yes		No	
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