



## **Riding for the Disabled Association (N.S.W.)**

Address: PO Box 710 Sydney Markets NSW 2129 Phone: 02 8736 1256

email: [stateoffice@rdansw.org.au](mailto:stateoffice@rdansw.org.au) website: [www.rdansw.org.au](http://www.rdansw.org.au)

29 May 2020

Centre Secretaries  
RDA (NSW) Centres

### **Re: Riding for the Disabled Association (NSW) 2020 AGM**

The current COVID-19 pandemic has resulted in some hard decisions which need to be made. One such decision is in relation to the 2020 Annual General Meeting of Riding for the Disabled Association (NSW).

Under the Corporations Act 2001, RDA (NSW) must hold its AGM no later than the end of the fifth month after RDA (NSW)'s financial year. This is also reflected in RDA (NSW)'s Constitution. Failure for a company to do this without the company applying to the Australian Securities and Investments Commission (ASIC) for, and being granted, an extension of time to hold its AGM is a breach of the law and, in the case of RDA (NSW), our Constitution. That breach leaves RDA (NSW) and the directors liable to penalties under the law.

As the RDA (NSW) financial year ends on 31 December, the AGM must be held no later than 31 May on the following year.

The 2020 AGM was scheduled for 2 May 2020 but had to be postponed as a result of the Government's endeavours to halt the spread of the COVID-19 pandemic by prohibiting meetings. This resulted in the RDA (NSW) AGM having to be postponed pending an alternate solution becoming available. That solution came via ASIC notifying affected companies that it will adopt a "no-action" policy.

The effect of the "no-action" policy is that even though the companies involved (such as RDA (NSW)) are, under the company law, acting illegally by not holding their AGM by 31 May (even though it is as a result of Government policy). However, ASIC will take "no-action" (that is, no action at law) against the companies involved and their directors. This means that the company and its directors would not be sued or fined. However, there is one very important proviso in this "no-action" concession.

The period of "no-action" was, and still remains, limited to two months. For RDA (NSW), that means the AGM must be held no later than 31 July 2020. That is the latest date by which RDA (NSW) can hold its AGM without risking action by ASIC against the company and that date has been recently reinforced by ASIC.

**Founded:** 1972 by Pearl Batchelor OAM.

**Joint Patrons:** Her Excellency The Honourable Margaret Beazley AO QC, Governor of NSW and Mr Dennis Wilson  
**ABN** 50 001 823 267 • **CFN** 12295 Charitable Fundraising Act 1991 **All donations of \$2 or more are tax deductible**

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



Even if ASIC decides not to take any action against RDA (NSW) and its directors for breaching the law if the AGM is not held by 31 July, that is not an excuse for RDA (NSW) to ignore the law. RDA (NSW) should comply with its legal obligations.

The directors of RDA (NSW) were faced with two decisions:

1. delay holding the AGM until such time as the Government altered the requirements relating to meetings or
2. follow the advice of both ASIC and the Government by holding our AGM by teleconference within the “no-action” period.

If RDA (NSW) went with the first option, RDA (NSW) would run the likely risk of breaching the concession given by ASIC under its “no-action” policy. This would leave RDA (NSW) liable for prosecution if the removal of the ban by the Government did not allow sufficient time for RDA (NSW) to comply with the Constitution’s timetable for matters which are required to be done prior to the holding of its AGM.

Using the second option of an AGM held via teleconference, we would be complying with both the Government’s and ASIC’s directions. We would also be doing what much larger companies than RDA (NSW) have been doing for years – holding their AGM via teleconference.

As this year’s AGM is not being held in May as usual, the attached Notice for the RDA (NSW)’s AGM is being issued well in advance of what is required under the Constitution in order to allow as many members as possible to schedule their availability so that they can take part in this teleconference AGM.

Information will be issued soon on the suggested procedures for voting, asking of questions and so on during the teleconference AGM.

As some may not be familiar with being involved in meetings which are held via teleconference, please contact the Board members via email sent to State Office and a “test run” will be arranged. Attendance at a meeting held as a teleconference can be via computer, iPad/iPhone or other “smart phone” or by landline telephone. Basically, if using a landline telephone, it is as simple as dialling a NSW telephone number and entering the code (both will be supplied). If using other methods, it involves clicking on a link in an email. Either way, you will be automatically connected to the meeting. More details will be sent soon to explain procedures for taking part.

Yours sincerely,



(Joseph Orland)

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



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29 May 2020

The Secretary,  
RDA (NSW) Centre

### ***NOTICE OF ANNUAL GENERAL MEETING***

Notice is hereby given that the Annual General Meeting of Members of

Riding for the Disabled Association (NSW)

will be held on

***Saturday 25<sup>th</sup> July 2020 at 6.00pm***

***Via teleconference***

**Contact details (computer link and telephone number)  
will be provided  
closer to the date of the AGM**

**Registration from 5.30pm**

**Meeting Commencing at 6.00pm**

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