



## **Riding for the Disabled Association (NSW) Tall Timbers Centre**

**Address:** 125 Old Pitt Town Road Box Hill NSW 2765 **Phone:** 02 9679 1246 **Fax:** 02 9679 0638

**e-mail:** [talltimbers@rdansw.org.au](mailto:talltimbers@rdansw.org.au) **website:** [www.talltimbers.rdansw.org.au](http://www.talltimbers.rdansw.org.au)

### **Board of Directors.**

**20<sup>th</sup> July 2020**

**To change the whole RDA(NSW) structure** is not raised by Tall Timbers Centres motions.

To change or make amendments to the **whole** structure of RDA(NSW) would require support by members, to agree with all the changes that would take effect, would take considerable amount of time, discussions and debates. Given that changing RDA(NSW) constitution alone was a 6 year process, from its idea conception to reality, indicates the timeframe that would be required **to change the whole of RDA(NSW) structure**. The ability of some centres in the current environment to grow and operate is being challenged by the current unincorporated model, which is why our motions give Centres the freedom of choice, to change to an incorporated association model **now**, given that there is already a precedent set by Eurobodalla Centre.

### **RDA(NSW) MOTION 1**

Tall Timbers does not support this motion.

Rationale: Tall Timbers Centre questions why the Board would see independent legal advice in respect to the change of of RDA (NSW) Centres to incorporated entities when the precedent is already set with Eurobodalla Centre being an incorporated association since 2018.

We refer to previous questions which were raised by Tall Timbers in an email to the Board dated 26 June 2020 to which the Board has not provided a response.

### **1. Legal Advice Sought in 2017**

We are aware that legal advice can only be relied upon or referenced when it's issued in writing.

1. Can the Board confirm that the legal advice was obtained in writing?
2. Can the Board confirm that the legal advice was provided by an independent party at arms length from the Board and it's Director's?
3. Can the Board confirm that said written legal advice was distributed to all Members?

### **2. Legal Advice Sought in 2020**

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We acknowledge the Board is seeking legal advice, however we also note that the motions from the Tall Timbers Centre were distributed to the Board on 13 March 2020.

1. At what date did the Board seek legal advice?
2. Please provide all Members with the scope and criteria of the legal advice currently being sought
3. What is the reason that the Board has sought legal advice given that a precedence already exists for Centres becoming Incorporated Associations, with the Eurobodalla Centre being an Incorporated Association since 2018?
4. What was the difference in the criteria between the advice sought in 2017 and the advice now being sought in 2020?
5. Is the solicitor providing the advice in 2020 the same solicitor that provided the advice in 2017?

### **RDA(NSW) MOTION 2**

Tall Timbers does not support adjournment of our motions to an EGM.

Rationale: no timeframe in place for an EGM to be held, precedent has already been set with Eurobodalla Centre already an incorporated entity since 2018. Hinderance of our growth strategy. There is no provision in our constitution that an incorporated association structure is dis-allowed or requires approval from other Member Centres.

### **RDA(NSW) COMMENTS TO TALL TIMBERS MOTION 1**

Tall Timbers is proposing that Member Centres have a choice as to whether they remain as an unincorporated entity or change to an incorporated association.

It's a clear choice

- **No Change** = choose to remain in the current structure as an unincorporated entity Centre
- **Change** = choose to change their Centre structure and apply to become an Incorporated Association in the state of NSW.

Tall Timbers motions do not suggest that Centres separate from RDA(NSW). On the contrary the Tall Timbers motions promote continuity of the current RDA(NSW) structure with Centres.

We note the Boards description of RDA(NSW) current structure and the connection to the RDA(NSW) Company Limited by Guarantee and the inference of ownership and control over

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the Member Centre's *"under Centre Constitutions Centre Committees are delegated by the Board of RDA(NSW) to manage Centres.."*

This is factually incorrect as Tall Timbers Centre Committee is appointed by Tall Timbers members in accordance with the Tall Timbers Centre Constitution, as is the case with all other Member Centres and their Centre Committees.

A Centre's Committee is responsible and accountable to its own Members.

A Centre Committee is under delegation by its Members, it is not under delegation of the RDA NSW Board.

All accredited member Centres of RDA(NSW), have a *"member based"* relationship with RDA(NSW). And each Member Centre has a *"member based"* relationship with its Members, and is governed by a Centre Constitution.

RDA(NSW) is the Peak Body in NSW that Member Centres rely on to supply support, advocacy, guidance, processes and parameters to operate by, as well as a level of Coach training and accreditation through RTO, Coaching and Safety Panel (CASP), WHS guidelines and industry standards and aligned objectives.

This collectively safeguards the RDA(NSW) brand, which we all want to protect, as this is our strength and network that sets us apart from other equestrian service providers and gives us the sense of belonging.

Furthermore, Member Centres pay membership fees and rider registration to be part of the RDA(NSW) peak body movement. Member Centres are aligned with the objectives of RDA(NSW) to provide horse-related activities to enrich the lives of people with disabilities in NSW.

Nonetheless all Member Centres work independently as unincorporated entities, whereby Centres raise funds to support their local communities, make decisions through committees independent from RDA(NSW) Board and provide the service deliverables to clients based on their communities needs and resources available.

### **RDA(NSW) COMMENTS TO TALL TIMBERS MOTION 3**

We would encourage all Member Centres to assess in their own right and in their own particular circumstances, the claim by the Board that all land holdings and title deeds held in trust by RDA(NSW) are therefore *"owned"* by RDA(NSW).

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We refer to RDA(NSW) Constitution, in particular Section 3.1(n) under company objects, which states *"RDA(NSW) hold and administer property in trust as may be required by and for the purpose of the Objects, Accredited Centres, Provisional Centres and Steering Committees; "*

Section 3.1 (o) goes further to state *"Act as a co-ordinating body for Members and all Participants in horse related activities for people with disabilities or those who are associated with...and to provide a forum for the exchange of information and ideas for the betterment of the Company and its Members"*. As unincorporated entities Centres in their current form cannot hold assets, and as such RDA(NSW) is the legal instrument to hold such title deeds in order for Centres to fulfil their mission and objectives.

This motion has been put forward for completeness of asset holdings and to future proof the land holdings that Centres operate from

The risk to Centres that are operating on land holdings held in trust by RDA(NSW), is that it's inevitable that the Board of Directors will change over time and this may result in the Board of Directors having a change of opinion or interpretation of who has the decision authority to deal in the land (e.g. sell, lease, subdivide). This could leave Centres vulnerable in their ability to continue their operations and deliver service to their communities.

Centres where this motion could potentially apply would need to independently challenge RDA(NSW) statement to ownership and not rely on the assumptions made by RDA(NSW) as to the bequest details or donation of land holdings or ownership. It is not an automatic rollover clause. As far as the land holdings at Tall Timbers Centre "Box Hill" is concerned, the same would apply.

RDA NSW Tall Timbers' Committee

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