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19 March 2022

To the Secretary  
RDA (NSW) Centre

## **ELECTION OF FOUR (4) DIRECTORS TO THE RDA (NSW) BOARD FOR THE PERIOD AGM 2022 to AGM 2024**

Being sent along with this letter is a combined Nomination Form and Candidate Profile Form for the election of Directors for the term AGM 2022 to AGM 2024 in accordance with the provisions of Clause 30.3 of the RDA (NSW) State Constitution.

Relevant voting papers will be forwarded to Centres within each Region and the results announced at the RDA (NSW) AGM on Saturday 21st May 2022.

Please note only fully accredited Member Centres are allowed to nominate. Provisional Centres, Steering Committees and Centres under administration are supplied with the information to keep them abreast of the procedures required by the Constitution and the Corporations Act 2001. These Centres are welcomed and encouraged to attend the AGM.

It also needs to be noted that employees of RDA (NSW) and RDA (NSW) Centres are not eligible to be nominated to the Board of RDA (NSW) and, under RDA (NSW) Policies, in order to ensure as much diversity on the Board as possible, there cannot be more than two persons on the Board who are associated with the one Centre. Under this Policy, a person is deemed to be associated with a Centre if they are either a financial member or a volunteer of a Centre.

Another important factor to be noted when considering someone for a position on the Board of RDA (NSW) is that the role of a Director of the Association is that of a "Working Director".

Unlike Directors of large companies whose role basically involves them maintaining a high-level oversight of the operations of the company, RDA (NSW) Directors, in common with most other organisations of the size and nature of RDA (NSW), are expected to be "hands on", working with, helping and advising Centres. This is in addition to the role that Directors are required to perform under the Corporations law. There is nothing

unusual in this arrangement for companies the size and nature of RDA (NSW). It is also noted that this also happens in companies ranging from large public companies down to family-run companies.

While it is acknowledged that there are many differences between Centres, the basics remain the same. Therefore, this additional task that is expected of RDA (NSW) Directors means that they need to have a knowledge of the workings of an RDA (NSW) Centre, as that is the best way in which RDA (NSW) Directors gain the knowledge and experience to be able to help Centres as needed, as well as to have working knowledge and an experience of what Centres need and how they operate.

It is very important to note that the role of an “Elected Director” is different from that of an “Appointed Director” under the provisions of Clause 27.2(b) of the Constitution.

An appointed Director, under that Clause, is one who *“may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board of Directors’ composition but need not have experience in or exposure to Riding for people with disabilities”*.

This is the main distinction between an “Appointed Director”, whose role is to have a knowledge and experience that is needed to assist the Board of Directors and an “Elected Director” whose role also includes being able to take an active part in assisting Centres using their knowledge and experience at Centre level.

Taking all of these factors into account, the Board of RDA (NSW) has formulated a Policy in accordance with the intentions of the RDA (NSW) Constitution.

Under that Policy, in order for a person to be eligible to be nominated for the position of “Elected Director” of RDA (NSW), they would have to demonstrate that, in addition to being a financial member of a Centre they have been an active volunteer for a period of no less than two years at an RDA (NSW) Centre, with at least one year as a Member of the Committee of an RDA (NSW) Centre.

Please note that four (4) positions for Elected Director of RDA (NSW) are vacant and nominations are being called for nominees to be elected to those positions under the provisions of Clause 30.3 of the Constitution.

You will note that there is also a Candidate Profile Form for completion by the Nominee. These profiles will be circulated with ballot papers so that Centres can vote knowing a little more about the Nominees.

The following Director was elected at the 2021 AGM for the period AGM 2021 to AGM 2023 and is therefore continuing in that role:

**Joseph Orland**

In addition to the above, in accordance with the resolution made by Directors under Clause 33.4 (in combination with Clauses 33.1 and 33.2) of the RDA (NSW) Constitution, the following Directors will be continuing for a further year in order to help ensure that there is a full complement of eight Elected Board Members as per the Constitution.

**Tracy Lucas**  
**Olwen Smith**

Also continuing as a Director who was appointed in accordance with Clauses 33.1 and 33.2 of the RDA (NSW) Constitution to fill a casual vacancy is:

**Jenny Cameron**

Riding for the Disabled Association (NSW) is a Public Company and is bound by the Constitution and the Corporations Act 2001, and the Regulations made under that Act as administered by the Australian Securities & Investment Commission (ASIC).

***PLEASE NOTE: NOMINATIONS for election to the RDA (NSW) Board MUST ARRIVE AT STATE OFFICE NO LATER THAN 5pm on Tuesday 5 April 2022.***

**NO late nominations will be able to be accepted.**

For, and on behalf of, the Board of RDA (NSW),



(Joseph Orland)

*Honorary Director, Company Secretary, Finance Officer  
Riding for the Disabled Association (NSW)*