



Address: PO Box 710 Sydney Markets NSW 2129 Phone: 02 8736 1256
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12 September 2024

To All Centres

A NEW CONSTITUTION

Background:

A few have asked for the results of the Honorary life membership information from the independent solicitors sourced – Please note that according to RAM documents that Honorary Life members are –

9. HONORARY LIFE MEMBERSHIP

- 9.1 *A person who has given outstanding service to the Centre shall be eligible for election as an Honorary Life Member of the Centre.*
- 9.2 *A nomination of a person for Honorary Life Membership shall be addressed in writing to the Secretary and*
- (i) provide the full name and address of the nominee;*
 - (ii) be seconded and signed by an adult member; and*
 - (iii) be accompanied by a statement setting out matters in support of the nomination and must include details of the length of service, matters to be considered of an exemplary or meritorious nature, or work carried out by the nominee over and above the normal duties in the interests and in promotion of the Centre, and which could be considered as being exceptional enough to justify the granting of life membership.*
- 9.3 *Such life membership shall be awarded if:*
- (i) the nomination is considered by a properly convened general meeting of the Centre and is **approved by at least two-thirds (2/3) of the adult members of the Centre entitled to vote and attending the meeting;** and*
 - (ii) the nomination is approved by the Board of the Association.*

For open and transparent communication, we would also like to advise the following –

Transparency is crucial and we wish it were applied by everyone, and we want to clarify that the recent SGM was a continuation of the AGM, focusing on financial matters and a no-confidence vote regarding Joseph Orland, who resigned as a director. We are seeking a new Company Secretary and have sent out an EOI for that role.

This recent SGM on 26th June was called by the Centres and highlighted inconsistencies with the voting rights of Honorary Life Members. Independent Chair Bruce Manfield instructed the Board to obtain independent legal opinion on this subject due to the majority of Board vote on 25th June to recognise the right of HLMS to vote - which was based, in good faith, on prior verbal advice from RDA lawyers HWL and the preceding voting by HLMS at the AGM and other meetings since 2018. There was some ambiguity on the responses received and the lack of background information available, but it was reported that most lawyers did not recognise the HLM voting entitlement and Joseph Orland resigned as a Board Director before the legal information was received. One of the law firms advised the following about the releasing of this information:



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“RDA (and not its members) engaged us directly to prepare the Paper for the dominant purpose of giving or obtaining legal advice and, as such, the Paper is legally privileged.

To the extent that RDA releases the Paper to its members, which would have the effect of waiving privilege in its content (but there is nothing *per se* stopping RDA from doing so). In theory, you could release the Paper to members after receiving some sort of confidentiality deed poll, but please let us know if you require our assistance to prepare such a deed in the circumstances.”

Given that this request by Bruce Manefield and Centres has already cost over \$5,500 to RDA, and in consideration that obtaining further legal advice would not change the outcome, most of the Board did not see a need to pursue this matter further. We did respect the privilege of this information, the advice by this lawyer and the need to observe financial sense in this regard and were in no way were seeking to hide anything.

To clarify this issue in the Constitution, the Directors wish to correct this by developing a new ‘Fit for Purpose’ RDA State Constitution.

The Way Forward

Our current RDA State Constitution was voted in by the Members of RDA (NSW) - that is the RDA Centres - in 2018. It was developed from the input from the Members, but it was written up by a person who did not have legal qualifications. This person was not a Board Member, but they tried to incorporate the requests from the centre Members to finalise this requested document.

To correct our RDA State Constitution, The Board of Directors recently sought the services of an independent legal firm with expertise regarding NFP Constitutions. It is important that the chosen firm is independent of RDA (NSW), the Directors, any past RDA dealings or persons who have Conflict of Interests. This company is Hundt Law Pty Ltd.



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- The first step is that they will look at our current RDA State Constitution.
- The second step is for the legal team to develop a basic Draft RDA (NSW) Constitution that complies with the legal obligations of any Corporations Acts in NSW and Australia, as these are parts must be included and which our NFP organisation has no control over.



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- The third step is to consult with you, the Members, to gather your input, suggestions and recommendations that relate specifically with RDA that you wish to be included. This
- collaboration with you, the Members of the organisation, is your part of the process to ensure that our RDA (NSW) State Constitution will reflect correctly our operation of the Riding for the Disabled (NSW) organisation. These suggestions will be collated by your Regional Representative (or President of your Centre if you do not have a RR) to expedite this process (which previously took years to finalise with the last Constitution).
- These recommendations will in turn be submitted to the designated legal firm for their appraisal for legal suitability and correct wording for inclusion in our RDA (NSW) New Constitution.
- The updated drafts will be re-circulated to centres for the RDA Members to give their final approval to adopt this New RDA (NSW) State Constitution, fit for purpose with no errors nor ambiguities.

We look forward to collaborating with you to establish this new Constitution in an independent and professional manner to avoid any further issues and would like to thank you for your positivity and future contributions in helping to achieve this goal for our organisation in a timely outcome.

WELCOME JAMES

James Van-Lane from the Wollondilly Centre has been appointed as a new director, bringing valuable expertise to the board.

Summary of Work Experience

- Executive roles to CEO (corporate) & Acting Director (Commonwealth government)
- Particular experience in procurement, project management and conflict resolution
- Men's Rehabilitation Centres (hands on, face-to-face)
- Organisations such as IBM, Memorex, The Computer Group, Brambles, Optus, Department of Defence, Montreal Trust, Patino Mining, Campbell Chibougamau Mines, AMP, Westpac
- Industries include information technology, communications, timbering, transport, mineral exploration & mining, cash in transit, Defence, Scouting, estates and trusts, design and manufacture of electrical and electronic components, community service



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Additionally, we are considering three candidates for the financial committee to help address ongoing financial issues. We await confirmation from one of those asked. Two have declined (one after witnessing the behaviour of Centre delegates at the meeting on 26th June 2024).

Greg Urand has accepted the role of Development Officer, and we look forward to his contributions.

Open Communication

Open communication and transparency should be the cornerstone of every interaction within RDA(NSW). As Directors and Board Members, we recognise that occasional criticism is part of our roles, but repeated attacks can take a toll on our well-being. We are volunteers dedicating hours of our own personal time to fulfil our organisation's goals for all our centres. We respect our positions and deserve the same respect and assistance that we offer to all our members and not have to be wasting time managing aggressive and counter-productive attempts to de-stabilise our organisation's Board.

We hope that positivity and productivity can be achieved moving into 2025 to allow us to avoid wasting our time and RDA's money in dealing with those who do not share this vision.

For and on behalf of RDA(NSW) directors.

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Kind Regards

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