10 September 2024

Dear fellow RDA Centre

We are writing to inform you of our efforts, at a grass-roots Centre Member level, to conduct an open, collaborative and constructive Review of the RDA NSW Constitution.

As a part of that process, we have also reviewed the actions of the current Board of Directors of RDA NSW in the context of the current Constitution.

We have already commenced this Process by sending a Requisition Letter to the Board calling on them to hold two Special General Meetings (see attached).

**The Constitution**

Despite many attempts, and many requests by Centre Members to the Board to fix the issues, the current RDA NSW Constitution still has some serious contradictions and errors.

This was supposed to be corrected in 2017/18, yet it remains clear that many issues remain.

The proposed Constitutional Review Process (see attached) aims to consult widely with RDA’s stakeholders and seeks to provide a fresh approach to revising the RDA NSW Constitution.

**Renewing the Board**

If a new Constitution is adopted, it is proposed that new Board elections will need to be held.

We note that, despite the genuine efforts of the current Board to serve the interests of the organisation, it appears that the current Board does not seem to understand its responsibilities to the Member Centres, and therefore appears to continue to struggle with the execution of its obligations and fiduciary duties.

With that in mind, we are proposing a ‘renewal’ of the Board as part of the proposed Constitutional Review Process.

**Next Steps**

We think it is **important that the Board understands that there is broad support** for the proposed Constitutional Review Process. We encourage you to discuss this at your Centre Committee.

If you agree at your Centre then **please sign the attached Letter** of Support and **forward it to the RDA NSW Board**.

Please send us a copy of your Letter of Support after you have sent it to the Board.

We have taken steps to ensure that the Board understands that we will not tolerate any actions taken by the current Board to place your Centre under administration if your Centre supports the proposed Constitutional Review Process.

Members of the RDA Constitutional Review Working Party will be calling all Centres to discuss the proposed Process, and to answer questions.

If, in the meantime, you have any questions, please feel free to contact any of the members of the Working Party listed below.

Yours sincerely

Name
Centre Name

on behalf of the RDA Constitutional Review Working Party

Attachments:

* Letter of Support – for consideration by your Centre Committee
* Copy of Requisition Letter already submitted to the RDA NSW Board
* Copy of Proposed Motions and the associated Rationale for those Motions
* Proposed Timeline for the Constitutional Review Process

**Members of the RDA Constitutional Review Working Party**

|  |  |
| --- | --- |
| Ron MartonRDA Ryde | Desley BurnsRDA Tall Timbers Box Hill |
| Lesley Ann CliftonRDA Raymond Terrace | Barry DavisRDA Blue Mountains |
| Allan EverettRDA Orange | Helen FauskeRDA Ballina |
| Tina CliftonRDA Ryde Centre | Graeme GulliverRDA Ballina |
| Charles McClintockRDA Wagga Wagga | Juliet MacFarlaneRDA Young |
| Marg PestellRDA Young | Anna RimacRDA Ballina |
| Helen StrasserRDA Ryde Centre | Sue WilsonRDA Tamworth |

**Letter of Support for the Requisition to hold two (2) Special General Meetings**

Our Centre supports the Requisition made to the Board under Clause 20.2 (a) to call and arrange for two Special General Meetings of RDA NSW. These meetings are to be held according to the ‘Proposed Timeline in the Constitutional Reform Process’ attached to the submitted Requisition.

We note that:

1. We have received a copy of the Requisition Letter, and the relevant attachments that were sent to Board.
2. The key purposes of the two Special General Meetings are to implement a new, more effective organisational structure, under a new Constitution, that better serves the objectives of RDA NSW. With the adoption of a new Constitution, the current Board will all retire to allow fresh Board elections, with updated terms under the new Constitution.
3. The Members are convening an open Constitutional Review Workshop to understand the current Constitutional structure and to explore a more effective model that would better support the objectives of RDA NSW. We welcome the participation of all stakeholders, including Directors of the Board.
4. A minimum of two Member Centres calling for a Special General Meeting, meets the requirement under Clause 20.2 (a) of being the 5% of eligible Members needed to cause the Board to call and arrange Special General Meetings. The two names and signatures, representing their Member Centre, applied to the Requisition Letter, indicates that the Constitutional requirement has been met.
5. All the Motions that have been proposed for the two Special General Meetings meet the requirements of Clause 18.1 (a) for classification as General Business. As such, there is no requirement for 45 days notice (Clause 19), as none of the proposed Motions meet the definition of ‘Special Business’.
6. The Board can support this necessary process within the proposed Timeline by using its powers under Clause 20.1 of the Constitution to, “whenever it thinks fit, convene a Special General Meeting of the Company”
7. The call for the SGM requisitioned by the Ballina Centre, and the matters to be dealt with under that requisition, should be added to the beginning of the Agenda of SGM1 that the Requisition Letter calls for.

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| **Centre Name** | **Name of Centre representative** | **Signature** | **Date** |
|  |  |  | \_\_\_\_/09/2024 |