

Our ref: 24-0062

Your ref:

11 November 2024

The Board

Riding For The Disabled Association (NSW) Tamworth And District Centre

ABN 68850050877

472 Yarroll Road

KOOTINGAL NSW, 2352

The Board

Riding for the Disabled Tall Timbers Centre (Box Hill)

ABN 22977966930

125 Old Pitt Town Road

Gables NSW, 2765Email: admin@rdanswtalltimbers.org.au; tamworth@rdansw.org.au**VIA EMAIL**

Dear Board Members,

RIDING FOR THE DISABLED ASSOCIATION (N.S.W.) ACN 001 823 267**Special General Meeting 11 November 2024**

We act for Riding for the Disabled Association (N.S.W.) (**RDA**) with regard to the Special General Meeting (**SGM**) due to be held at 7pm this evening. We note Riding For The Disabled Association (NSW) Tamworth And District Centre (**RDA Tamworth**) and Riding for the Disabled Tall Timbers Centre (Box Hill) (**RDABH**) are branch members of RDA.

We are instructed that in calling for the SGM, RDA Tamworth and RDABH have failed to comply with the RDA Constitution adopted at the annual general meeting held on 5 May 2018 (**RDA Constitution**), and as such, the SGM ought to be delayed and in any event, not proceed today.

Your attention is drawn to clause 19 of the RDA Constitution which states:

19. NOTICES OF MOTION

All notices of motion for inclusion as Special Business at a General Meeting must be submitted in writing (in the required form) to the Executive Officer not less than 45 days (excluding receiving date and meeting date) prior to the General Meeting.

The final day for receipt of your notice of motion by the RDA Executive Officer was **Thursday 26 September 2024**. We are instructed that the notice of motion for the SGM was not received in written form by the RDA Executive Officer until **Friday 18 October 2024**, which is less than the 45 days' notice required by clause 19 of the RDA Constitution.

RDA do not consider RDA Tamworth or RDABH have complied with clause 19 of the RDA Constitution and accordingly, this evening's SGM ought to be delayed or withdrawn.

Your attention is further drawn to clause 20.2 of the RDA Constitution which states:

20.2. Requisition of Special General Meetings

(a) The Board of Directors must call and arrange to hold a Special General Meeting on the requisition in writing of Members with at least 5% of the votes that may be cast at the Special General Meeting.

(b) If however, the Members want a General Meeting held they (the Members) with at least 5% of the votes that may be cast at a General Meeting may call, and arrange to hold, a General Meeting.

(c) The requisition for a Special General Meeting must state the object(s) of the meeting, must be signed by the Members making the requisition and be sent to the Company. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

We are further instructed RDA has not received signed board minutes from either RDA Tamworth or RDABH showing either Centre committee has voted to support the notice of motion due to be put at the SGM as required by clause 20.2 (c) of the RDA Constitution. It is not clear to the RDA that the Centre committee of either RDA Tamworth or RDABH have voted in favour of the notice of motion to be advanced at the SGM. The RDA calls on both RDA Tamworth and RDABH to provide copies of the minutes of the Centre Meetings where the topic of the notice of motion was discussed and approved by the Centre committees, noting those minutes would need to specify the voting intention of the Centre as moved and passed and would need to be signed by a majority of the Centre's committee.

In the absence of being provided copies of the signed Centre board minutes, the RDA will regard RDA Tamworth and RDABH as having not complied with the RDA Constitution in calling for the SGM as required.

Having regard to the failure of both RDA Tamworth and RDABH to comply with the RDA Constitution in arranging this evening's SGM, the RDA calls on both RDA Tamworth and RDABH to either delay the SGM until such time as they have complied with the Constitution, or else withdraw the SGM altogether. The RDA calls on RDA Tamworth and RDABH to advise it in writing **before 5pm today** that the SGM has either been delayed to a later date, or else withdrawn.

You are placed on notice by the RDA that should the SGM proceed today as planned, then the RDA will consider any purported resolutions passed at the SGM to not be valid and in no way binding upon our client.

You are placed on notice the RDA reserves all of its rights in relation to this matter and may rely on the contents of this letter should it be required to take action to enforce those rights.

Yours faithfully



O'Connor Legal