



**Address:** PO Box 710 Sydney Markets NSW 2129; Phone: 02 8736 1256  
**Office Location:** Quad 1, Level 2, 8 Parkview Drive, Sydney Olympic Park, NSW 2127  
**Email:** [stateoffice@rdansw.org.au](mailto:stateoffice@rdansw.org.au) Website: [www.rdansw.org.au](http://www.rdansw.org.au)

## NOTICE of Special General Meeting (SGM2) *(Subject to approval of new Constitution)*

Notice is hereby given of a Special General Meeting (Meeting):

Time: 7pm

Date: 25<sup>th</sup> November 2024

Place: Online via Zoom

<https://us06web.zoom.us/j/87183864980?pwd=Il9vuiKZvb8YwY4aCVIbvbsH3nQ00E.1>

The Meeting has been called in accordance with Clause 18.2 of the proposed new RDA NSW Constitution which is set to be adopted at the Special General Meeting held 11 November 2024.

Furthermore, the Meeting is being convened by the Requisitioning Members under Clause 18.7 of the new Constitution.

The substantive Resolutions to be put to the Meeting are:

1. That the Centre Members call on the Company Secretary to conduct the election of the new Directors in accordance with Clause 37 of the new Constitution.
2. That the Centre Members endorse the election of the new Directors.
3. That the Members call on the new Board to meet as soon as possible to elect a new Chair and put in place a series of review activities that will lead to the effective and efficient management of RDA NSW

The attached notes form part of this Notice.



## **Actions by Members:**

For your Centre to have official rights to participate in the Meeting, you must complete the attached **Centre Delegation Form**. Only the appointed Centre Delegate will be able to speak and/or vote at the Meeting. The appointment of your Centre Delegate is made under Clause 23 of the new Constitution.

Your Centre may appoint a Proxy as per the attached **Proxy Appointment Form**. Members of your Centre may observe the meeting but must abstain from voting. The appointment of your Centre Proxy is made under Clause 34 of the new Constitution.

Under the proposed new Constitution, your Centres can nominate up to two candidates for the role of **Director**. Please use the attached **Director Nomination Form** to submit your nominations. The nomination of your Centre's Candidate for Director is made under Clauses 23 and 37 of the new Constitution.



## NOTES

**NB:** This second SGM (i.e. **SGM2**) will be held subject to the acceptance and adoption of the new RDA NSW Constitution at the SGM to be held 11<sup>th</sup> November, 2024.

We are confirming the Requisition of two Special General Meetings (SGMs) of RDA NSW.

The first SGM was called in accordance with Clause 20.2 (a) of the previous RDA NSW Constitution (dated 8 May 2018, as lodged with the ACNC).

This second SGM (SGM2) is called in accordance with Clause 18 of the **New RDA NSW Constitution**.

These Special General Meetings are being held according to the Updated Timeline in the 'Proposed Timeline for Constitutional Review' attached to this Notice of Meeting.

1. 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.
2. We are informing the Board that the Members have convened 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 distributed the Proposed Constitution for consideration and resolution at the first Special General Meeting.
3. The two names and signatures submitted in the Requisition Letter sent to the Members and the Board on 13 September 2024 indicate that the Constitutional requirement has been met for the calling of a SGM.
4. We note the Board has not made any substantive response to the Requisition Letter, nor has the Board responded constructively to multiple invitations to sit down with a delegation from the Working Party to discuss on how to cooperatively facilitate a process to 'fix' the RDA NSW Constitution.
5. Given the lack of response from the Board on this matter, and the passage of time since the Requisition Letter, the Members who signed the Requisition Letter will proceed under Clause 18 of the new Constitution to convene the SGMs as outlined herein.

Yours sincerely

**RDA Tamworth & RDA Tall Timbers**

## Attachments:

1. Timeline for Constitutional Review



## Timeline for Constitutional Review

- 13 Sep '24 Request sent to Board to Call for **two** Special General Meetings.  
**SGM 1** will vote on a series of motions to dismiss the Board and start the Constitutional Review Process, which will include a call for nominations for up to 9 new Directors  
**SGM 2** will vote on the election of 9 new Directors.
- 12 Oct '24 **Constitutional Review Workshop (CRW)** – Held online via Zoom – Facilitated by Mr Bruce Manefield.
- 18 Oct '24 **Updated Notice of Meetings** sent to Centre Members  
**Provisional Call for nominations** for up to 9 new Directors to be elected under the new Constitution, subject to the new Constitution being accepted by the Members.
- 11 Nov '24 **SGM 1** – See attached SGM Requisition Letter for Proposed Motions  
Note the amendments made compared to the initial Motions
- 15 Nov '24 Voting registration forms are sent to ALL Centre Members to asking them to nominate an email address for the Centre's Voting delegate.  
All registered delegates are sent unique voting code to vote in online election for new Directors to be held at the second SGM (SGM2).
- 21 Nov '24 Nominations for new Directors closes
- 25 Nov '24 **SGM 2** – Endorsement of the election of up to 9 new Directors – see attached Proposed Motions. Note the amendments compared to the original Motions.
- 28 Nov '24 New Board meets and appoints new Chair. Board calls on the Company Secretary to ensure that the following actions (as well as any other actions determined to be necessary) are taken to update the Public Record:
- New Constitution lodged with ACNC
  - Ensure that all office holders have signed the necessary 'Consent to Act' letters.
  - Ensure that all new Directors have, or have applied for, DIDs (Director IDs') from ASIC.
  - Relevant forms lodged with ASIC to update the record with respect to the removal of previous Directors and the appointment of the new Directors.