



Riding for the Disabled Association (NSW)

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

email: stateoffice@rdansw.org.au **website:** www.rdansw.org.au

Draft Minutes RDA (NSW) SGM Held by teleconferencing via ZOOM

26 June, 2024

Time 7.00pm

Vision

The equestrian organisation of choice for people with disabilities in NSW acknowledged as the benchmark in service delivery and standards by its stakeholders.

Mission

RDA (NSW) is a charity that provides horse-related activities to enrich the lives of people with disabilities.

Values

Person-centred, Inclusive, Enrichment, Enabling, Respectful, Fun, Valued, Integrity

Value proposition:

RDA (NSW) provides the highest standards and training for Centres to develop abilities by enabling them to know they are compliant and supported to help people achieve their goals.

Present:

Greg Urand (Chairperson)

Tracy Lucas (EO/Communications/ Grants) delegate for Mudgee

Joe Orland (CoSec)

Jan Pike (Ass. EO)

Olwen Smith (FO/MPIO) delegate for Cootamundra

Allan Burton (Rider Rep.)

Linda Bower (Marketing/Fundraising)

Lucy Pentony (OC and minute taker)

Bruce Manefield - Independent Chair for Item 3. And item 4. on the agenda.

Others present: Sophie Scarlett – Box Hill TT, Judy Rattur – Kendall, Ian Travers - Richmond, Allan Everett – Orange, Gerard Looby – Upper Hunter, Tina Clifton – Ryde, Janelle Patton - Box hill TT, Clarry Quirk – Coffs Harbour and administrator for Ballina & District, Nicole King – Box Hill TT, Sophie Scarlett – Box Hill TT, Pip Lovely – Box Hill TT, Sue Wilson – Tamworth. Susan Cleaver – RT & LH, Chris Hayes – Upper Hunter, Margot Bulger – Tumut, Roberta Bailley – Wagga, Angus Malcolm – Moss Vale, Karen O'Neill – Box Hill TT, Jill Burton – Wollondilly, Joan Edwards – Box Hill TT, Graeme Gulliver, Anna Rimac.

Voting Centres and LMs

Blue Mountains

Box Hill TT

Central Coast

Cootamundra

Goulburn

Gunnedah

Illawarra

Delegate

Ron Marton (proxy)

Desley Burns

Ann Lawson

Olwen Smith

Jolene Grove

Jenny Wilkinson (Proxy)

Tracy Lucas (Proxy)

Kempsey/Macleay	Wendy Dunbar
MGL	Ed Binney
Mudgee	Tracy Lucas
RT & LH	Michelle Bullen
Richmond	Greg Campbell
Ryde	Ron Marton
Wagga	Heather Baker
Wauchope/Port Macquarie	Cathy Wagstaffe
Wollondilly	James Van-Lane
Young	Estelle Roberts
Jan Pike	Life Member
Margaret Norman	Life Member (Proxy) Jan Pike
Maureen Turner	Life Member (arrived later)
Kerry Johnson	Life Member (Proxy) Jan Pike
Jenny Cameron	Life Member
Eric Lengling	Life Member

1. Welcome and Attendance

1. Welcome – Greg Urand - Chair opened the meeting at 7.09 pm - welcomed all to the meeting. Introduced himself for the benefit of member representatives that don't know him and reminded everyone at the meeting that the Board serves at the pleasure of its members. Greg welcomed Bruce Manefield as the Independent Chair for the 2 motions to be put. Greg noted that the board resolved that the Honorary Life Members are to vote.
2. Confirmation of a quorum – It was decided that Member Centres that did not complete a Delegate form and received at State Office by 24 June, 2024 could not vote. 14 Voting Centre Members present - quorum confirmed. Members present including Honorary Life Members- quorum confirmed

2. Protocols for the meeting – Delegates as per submitted documents allowed to speak – delegates to put their hand up on ZOOM to speak - no chat room available for a smoother meeting compared to last time. **Greg Urand passed the chair over to Bruce Manefield.**

3. Notice of Motion (1): (To be facilitated by Special Purpose Chair Bruce Manefield)

"That this meeting resolves to remove Joeseph Orland as a Director of the Company.

The rational for this resolution is a strong sense of lack of transparency in which the role of finance officer was conducted"

examples are:

- the process under which the evidenced by process under the Golden Eagle were withheld in spite of the Board's majority decision to release the funds. Financial reports may have been correct
- Annual Financial Reports.

Moved ED Binney – MGL Centre

Seconded Ron Marton – Ryde Centre

The delegate and proxy forms needed to be received 48hours prior to this SGM as per the RDA(NSW) Constitution. Member Centre Representatives that could not vote under this delegation expressed their disappointment.

Amendment to the minutes as approved by the Board of Directors:

Ed spoke of the confusion re the forms appointing delegates and proxies sent out

Bruce suggested that this be made clear by the Board at other AGM's and SGM's.

Bruce Manefield confirmed that due to recent legal advice - the Honorary Life Members cannot vote at General Meetings. Due to the Honorary Life members voting at the last AGM and SGM, the Board of Directors passed a Motion at a Board Meeting 25 June 2024, that the Honorary Life Members can vote at this meeting. For the purpose of transparency & expediency Bruce suggested that for practical terms there be 2 votes; one from the Centre Delegates and one including the Honorary Life

Members. Subject to the Board being able to substantiate that the Board is able to make such a resolution under the constitution.

Amendment to the minutes as approved by the Board of Directors:

Ed Binney called a Point of Order and said he would like to challenge the validity of the Life Member entitlement to vote as per the constitution. Ed described Clause 10 of the constitution - Member which includes 10.2 (d) Honorary Life Member - which clearly states that Honorary Life Members cannot vote at General Meetings. Ed does not understand why we are attempting through the board to go against the constitution - 75% of Centre Members to vote on this being accepted not the board.

James Van-Lane requested that it would be procedurally correct to deal with the Audited financial report first. Bruce preferred to follow the order on the agenda as both motions relate to the other.

Comment for the motion:

Ed Binney – MGL Centre. Motion re Joe Orland is about trust. Do the members trust Joe? As a result, after a litany of past behaviour by Joe that led to the motion that emerged at the AGM and was clarified at the SGM. Ed read out the correspondence received by the member Centres from the Board re the Golden Eagle funds. Advice was received by legal representation re distribution of the Funds. Board voted 4/2 to send funds with the chair having the final vote this made it 4/3 for the Motion. Joe Orland continued to reject that the funds being distributed. All applications for grants sent by MGL Centre were rejected as they were not the objects for RDA (NSW). Joe was only prepared to loan the money and not grant it and he was in the minority with his views, and did not want to take the solicitors advice. Fortunately, soon after the 4 May at the AGM forum. after the Member Centres pressured the Board to release the funds, the funds were released and sent to the Members. Audited Financial report was challenged for 2 years running, the “other expenses” category was questioned at the AGMs due to their dollar size. Members are entitled to have transparency to ensure that the expenditures of RDA (NSW) are justified. The Financial reports for the past 2 AGMs were not accepted by the Member Centres. Follow up reports were sent out later after the last AGM - this information could have been included by adding notes to the initial financial report. This made the members suspicious that Joe was trying to hide information such as the legal costs spent for the year.

Comment against the motion:

Joe Orland The board received substantial amount of around ½ million dollars as share of the winnings paid to RDA (NSW) for the Golden Eagle Race. Board wanted to distribute the amount to the Centres. According to the RDA (NSW) constitution no portion of the income or property can be paid by way of a dividends or property. Joe suggested distribution be made under clause 6.5. of the constitution - advancing the objects of RDA (NSW). Money received by RDA (NSW) is to be distributed in line with the constitution. Legal advice concurred with what Joe noted. Joe reiterated that he has nothing to do with the accounts. Claims for reimbursement loaded on the website for bookkeeper to process. Joe compares the claims with the bookkeeping. Bookkeeper deals with the accounts. Auditor does the auditing. Both are independent of Joe. Joe has always maintained integrity with the accounts. All directors approve the accounts.

Comment for the motion:

Greg Campbell – Richmond Centre - retired corporate accountant- noted his qualifications and experience. Greg challenged Joe’s statements that “have never said the payments cannot be distributed”.

Greg read out emails between Richmond Centre and Joe Orland re the distribution to Richmond Centre of the funds. In the emails Joe quoted the RDA (NSW) constitution noting the way that the funds can be distributed. Conclusion understood by the Member Centre was that the funds were not going to be distributed.

Comment against the motion:

James Van-Lane - Wollondilly Centre - there has been so much confusion, regarding the Golden Eagle Funds distribution and the Financials for 2023, it’s no surprise that there were unhappy members at the AGM. The Board is responsible for the confusion not Joe. James commented that he heard that Centre representatives want to “get rid of Joe” blaming Joe for the Centres not receiving the funds from the Golden Eagle. James noted that the centre representatives do not have any evidence in writing that they are to receive these funds. Centre representatives are concerned that there is a

huge number of expenses bundled together with no detail. More details were sent out later, not all Centre Members are aware of this. James could find no point of merit for either of the objections towards Joe. Joe has been a director for many years. Many Centres have had lots of support for Joe as he has helped the Centres in many ways over the years. He doesn't believe Joe is perfect in his decisions, however James cannot see that Joe deserves to be treated in this way.

Comment for the motion:

Ron Marton – Ryde Centre Concerned that RDA (NSW) must be seen to do the right thing. At meetings very hard that our finances to the mind and the mind of other people must be seen to do the right thing. Representatives that spoke against the motion never once addressed the point of perception. We must not only be doing the right thing but must be seen to be doing the right thing. Ron does not believe that any impropriety has occurred but must be seen to be doing the right thing.

Comment against the motion

Olwen Smith- Cootamundra - Worked with Joe all the time she has been on the board. Joe is super honest, very careful with anything he does. Does not do wrong things. So helpful to many of the Centres. Saves the Centres lots of expenses. Joe has submitted the ACNC financial reports for the Centres. Joe has instigated that RDA (NSW) is now paying for Coaching expensed previously paid for by the Centres. Board is now accepting claims for assessments and training. Lots of centres appreciate that Joe with his legal knowledge helps the Centres with their leases.

Comment for the motion:

Desley Burns – Box Hill TT - One thing that came up in conversation at Box Hill TT is reference to a Finance Committee for RDA (NSW). There is nothing in the RDA (NSW) directory or on line for this committee. There is no information re members of the finance committee for the Centres, regarding who is on the committee and how often do they meet, or what they do.

Comment against the motion:

Joe Orland - FC is made up of Joe Orland, Olwen Smith, Angus Malcolm, Allan Everett and Tracy Lucas. Role of Finance Committee is to manage the investments of RDA (NSW). Manage 3 properties owned by RDA (NSW). Shares – not being traded, the funds are invested and receive dividends and franking credits RDA (NSW) receives full refund of the franking credits. Term deposits when come to maturity Joe contacts the Finance Committee by email re how they are to be rolled over. If no response from the committee Joe makes best decision possible. No real need for formal meetings as all can be achieved by emails. Joe can easily convert to formal meeting however emails is how they are being dealt with.

Comment for the motion:

Ron Marton - Ryde - none of the people speaking against the motion have not been able satisfy the member centres re trust and transparency.

Comment against the motion:

Clarry Quirk - Coffs Harbour – was on the Board for the last few years. Clarry checked all figures in the financial report for 2023 and found nothing improper. Found positive growth rates. Perception what does perception mean?

Comment for the motion:

Ron Marton – Ryde. Perception is how we perceived to be doing the right thing. Any citizen of Australia has the right to ask about how a not-for-profit organisation operates. How other people perceived how RDA (NSW) operates. We must be perceived to be doing the right thing.

Ed Binney closing comments – most of the comments made re the financial responsibilities Mr Orland had, have been based on the transactional aspects of that role. FO can't really delegate everything. At the end of the day financials are the FOs responsibility. Can't use positional power to make decisions that are not liked. Observations from when Ed was a director on the Board was that Joe Orland will continue to pursue his opinion even when he is in the minority re the board decisions. Ed does not believe that Joe is going to change his approach at all. The perception of Joe by Centre Members is not going to change. At another previous AGM, Centre Members tried to remove Joe from the Board but failed due to unforeseen circumstances. Centres members are untrusting of Joe Orland.

Jan Pike called a point of order that Mr Binney has breached Board confidentiality making accusations privy to information he had as a previous board member re accusations about Joe Orland. Bruce Manefield agreed it was a point of order.

Conclusion by Ed Binney re the Audited and Financial report – report is fine, large amounts were not explained – information was sent later to clarify.

Joe Orland closing comments:

In relation to decisions made at this meeting Joe admitted that he did persist where he thought that the board was making a decision which breached the constitution or was against the Corporations Act. Decision by the Board always went with the majority. He only voiced his view as it was his obligation to state what the correct procedure as a lawyer and accountant. Joe noted that he has been a director of RDA (NSW) giving advice to centres liaising with the insurance company. He has helped RDA (NSW) and the Centres with Constitutional matters. He has dealt with Centre leases and saved the Centres huge expenses. He has assisted centres with litigation matters which resulted from reinsurance. Once the board made the decision to distribute the Golden Eagle Funds, he had the obligation to point out what the correct thing was. Proper procedures were then followed. Regarding the audited accounts there were issues raised re large amount in "other expenses" Joe sent further information to rectify this. It's up to other to judge Joe for wanting the law to be followed and proper procedures to be followed.

VOTES NOTED:

For the Motion: Ron Marton – Blue Mountains. Ron Marton – Ryde, Desley Burns – Box Hill TT, Jo Grove – Goulburn, Wendy Dunbar- Kempsey/Macleay, Ed Binney – MGL, Greg Campbell-Richmond, Heather Baker - Wagga, Estelle Roberts – Young

9 for the Motion

Against the Motion: Anne Lawson – Central Coast, Olwen Smith - Cootamundra, Tracy Lucas – Mudgee, Tracy Lucas - Illawarra, Jenny Wilkinson – Gunnedah, Michelle Bullen- RT & LH, Catherine Wagstaffe – Wauchope/Port Macquarie, James Van-Lane – Wollondilly

8 against the Motion

Life Member Votes:

Against the Motion: Jan Pike, Margaret Norman, Kerry Johnston, Jenny Cameron, Eric Lengling. Maureen Turner. **6 votes against the motion.**

Ruling declared by Bruce Manefield –confirmed his ruling and declaration of the votes as a result of that motion to remove Joe Orland as a director. Bruce also stated that the official declaration on the behalf of the members is to direct the board to proceed with the removal of Joe Orland as director, subject to clarification on the Board motion re honorary life members to what is now said re the provisional motion.

Votes based on Centre members only - as moved and seconded

MOTION CARRIED - 9 to 8

Provisional/Secondary result - subject to the board clarifying their ability to resolve that Honorary Life Members can vote at General Meetings. The Board needs to confirm the declaration that the board made on the eve of this meeting is valid and acceptable. Furthermore, the members give the Board 21 days to clarify their position by seeking further legal advice from the one obtained, and to give a written report, including the legal advice obtained, to all members including Honorary Life members.

Votes based on Provisional/Second Ruling as moved and seconded

MOTION DEFEATED - 14 to 9.

Several Centre representatives disappointed as they made the effort to attend the meeting to find they were not able to vote due to no delegate form sent or delegate form sent in late. Bruce noted he addressed this issue earlier at this meeting. He does not have any leeway in this regard. Tracy Lucas noted that the life members voted at the AGM and the SGM.

Amendment to the minutes as approved by the Board of Directors:

In relation to the seeking of further legal advice regarding the validity or otherwise over the 21 days. Ed called a "Point of Order" stating that the lawyers advising the Board should be "Constitutional Experts". This point was upheld by the Chair and included in his commentary

Notice of Motion (2) (facilitated by Special Purpose Chair Bruce Manefield)

The Chair then said he would allow Honorary Life Members to vote on this motion. No definite count undertaken or recorded by the chair.

- i. **Motion:** “Auditors report for the year ended 31 December 2023 to be accepted”.

Moved JO - Director

Seconded OS – Director

For: Audited Report – MOTION CARRIED

Abstained – Ron Marton - Ryde and Blue Mountains Centres

Life Members - Life Members allowed to vote and vote taken.

Olwen Smith - Audit conducted by independent auditor accounts processed by independent bookkeeper. Only issue stated against the accounts was large amounts were not explained. This information was sent to all Member Centres when requested. All directors have input to the accounts not just Joe Orland.

- ii. **Motion:** “Financial report for the year ended 31 December 2023 to be accepted”.

Moved Ed Binney - MGL Centre

Seconded Greg Campbell – Richmond Centre

For Financial Report -MOTION CARRIED

Abstain Ryde and Blue Mountains.

Life Members -Life Members allowed to vote and vote taken.

Bruce Manefield. Bruce thanked everyone for their contribution and for the civility and respect that everyone conducted themselves at this meeting. The meeting was a straight forward and civil process and Bruce did everything to make this possible.

Bruce handed back the chair to Greg Urand

Greg thanked Bruce on behalf of the Members for a job well done and for his professionalism and extended the vote of gratitude to the members for their curtesy and respect. Board will meet and discuss the outcomes as noted in these minutes

Ron Marton thanked Bruce for an excellent job. Ron moved a Vote of thanks from the members for Bruce’s professionalism and noted this was a very difficult meeting to chair.

4. Meeting Closed at 9.40pm

Chairperson Signature