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# Special General Meeting

## 7pm, 11<sup>th</sup> November 2024

### Minutes

#### Welcome & Introduction

The Chair, Greg Urand, opened the meeting at 7pm.

He then welcomed all members.

He indicated that this was as important meeting.

He stated that this was a long-awaited updating of the RDA NSW Constitution.

He then stated that in agreeing to chair this special general meeting, in accordance with clause 21.2 of the Constitution, he wanted to reassure himself that this meeting had been properly constituted under the RDA NSW Constitution and the relevant legislation.

He then said that he had been advised that the requisition letter sent by the Tamworth and Tall Timbers centres correctly called for this meeting of the organisation under clause 20.2(a)

Furthermore, when the Board indicated that it did not support the calling of this meeting, those two centres then properly commence the process of convening this special general meeting under clause 20.2(d)

#### Attendance & Proxies

##### Attendees:

Greg Urand – Current Director & Board Chair

Charles McClintock

Pip Lovely

Graeme Gulliver

Anne Shaw

Tina Clifton

Karen O'Neill

Alisha

Andrew Herdin

Glenn Walker

Bruce Manefield

Blooms – Tamworth

Helen Strasser

Fran Prudames

Nicole King

Anna Rimal



State Office confirmed that they received 15 valid Centre Delegation Forms.

The Chair then asked for the Centres to indicate their presence.

Centre	Delegate	At SGM1
Blue Mountains	Barry Davis	Y
Goulburn	Jo Grove	Y
Griffith - Leeton	Julie Groat	Y
Illawarra	Linda Pullen	
Kempsey-Macleay	Wendy Dunbar	Y
Manning - Great Lakes	Ed Binney	Y
Orange	Allan Everett	Y
Ryde	Ron Marton	Y
Tall Timbers	Desley Burns	Y
Tamworth	Sue Wilson	Y
Tumut	Margot Bulger	Y
Upper Hunter	Gerard Looby	Y
Wagga Wagga	Michelle Eastwood	
Wollondilly	Mr James Vane-lane	Y
Young	Susan Turner-Davis	Y
		13



## Proxy

State Office has confirmed that they received one valid Proxy Form.

That proxy is for Richmond and is held by Jo Grove representing Goulburn centre. The proxy has strict instructions on how to vote for the relevant motions.

The Chair then checked the quorum. 40% of 30 Centres eligible to vote = 12 for a quorum.

With 13 Member Centres present, the Chair declared the meeting quorate.

## General Business

The following Motions were proposed in the Notice of Meeting:

The Chair introduced the key motion. He indicated that the proposed Constitution is based on the template issued by the ACNC, who are the organisation that regulate RDA NSW.

### 1. **That the Member Centres adopt the new Constitution as tabled.**

Moved: Ryde      Seconded: Tamworth

The Chair then indicated that he had been informed that Members had told him that they would like to move some amendments to the proposed Constitution.

He then paused debate on the motion and called for Members to come forward with any amendments.

Attachment One to these Minutes details all 17 amendments moved at the meeting.

The following table shows how some of the amendments were grouped together and considered as a set. The table also shows the voting.

Amendment	Moved	Seconded	Votes: For	Against	Carried?	Abstain
1	Tamworth	MGL	13	1	Y	
2	MGL	Tamworth	13	0	Y	Wollondilly
3 & 4	MGL	Ryde	13	0	Y	Wollondilly
5 & 6	MGL	Tumut	12	2	Y	
7	MGL	Young	13	1	Y	
8 & 9	MGL	Young	13	1	Y	



10, 11 & 13	Ryde	TT	13	1	Y	
12	Tamworth	Goulburn	13	1	Y	
14	Tamworth	TT	13	0	Y	Wollondilly
15	Tamworth	TT	13	1	Y	
16	MGL	Tumut	14		Y	Tamworth
17	MGL	TT	14		Y	

Once all the amendments were dealt with, the Chair returned to the substantive motion and declared that motion now read:

**That the Member Centres adopt the new Constitution as amended**

He then invited discussion/debate.

The Motion was then put.

Votes For	Against	Abstain	Carried?
13	1		Y

- That the Member Centres call for nominations for new Directors to be elected under the newly adopted Constitution at the next SGM (i.e. SGM2).**

Moved: Ryde Seconded: Tall Timbers

The Chair invited discussion/debate.

The Motion was then put.

Votes For	Against	Abstain	Carried?
13	1		Y

- That the relevant sections of the RAM, and other Board Policies, relating to the appointment and duties of Board directors are suspended.**

Moved: Tall Timbers Seconded: Young

The Chair invited discussion/debate.



The Motion was then put.

Votes For	Against	Abstain	Carried?
14			Y

4. That memberships of the organisation transition as follows:
- a. That all existing Member Centres granted membership under Clause 10.2 (a), (b) & (c) will retain their membership under the corresponding classifications under Clause 8.1.1 of the newly adopted Constitution.
  - b. That, except for the category of Honorary Life Member, all other memberships granted under the previous Constitution are now extinguished.

Moved: Tamworth      Seconded: Goulburn

The Chair invited discussion/debate.  
The Motion was then put.

Votes For	Against	Abstain	Carried?
13	1		Y

5. That the current Directors vacate their Board positions effective immediately from the end of this Special General Meeting.

Moved: MGL      Seconded: Ryde

The Chair invited discussion/debate.

A few Members pointed out that this would leave the organisation without a Board for a period of two weeks or more.

The key impact of this was that bills and wages would not be able to be paid.

The Motion was then amended:

**Effective immediately, the current Directors remain on the Board in caretaker mode for the sole purpose of ensuring existing commitments of the company can be met. These Directors will vacate their seats after the election of new Directors at the end of the second Special General Meeting.**

The original Mover and Seconder agreed to support the amended Motion.



The Motion was then put.

Votes For	Against	Abstain	Carried?
12	1	Wollondilly	Y

6. That the Member Centres endorse the timing and content of the remaining activities on the Proposed Timeline for Constitutional Review, and specifically confirm that next SGM (SGM 2), including the election of Directors, will be held on 25<sup>th</sup> November 2024 in accordance with the new Constitution approved at this meeting.

Moved: MGL      Seconded: Goulburn

The Chair invited discussion/debate.

The Motion was then put.

Votes For	Against	Abstain	Carried?
14			Y

7. That the Member Centres endorse the appointment of Mr Bruce Manefield:
- As Company Secretary effective immediately, primarily to administer the ballot necessary to elect new Board Directors under the new Constitution, as well as do other necessary tasks, such as lodge the new Constitution with ACNC/ASIC,
  - To chair the second SGM (SGM2).
  - To support the new Board of Directors at their first few meetings to ensure that they can rapidly apply best practice governance to the administration of the organisation.

Moved: Goulburn      Seconded: Tamworth

The Chair invited discussion/debate.

The moving of the amended Motion 5, (caretaker Board) meant that this motion was not practical without amendment.

After some discussion the motion was amended to:

**That the Member Centres endorse the appointment of Mr Bruce Manefield:**

- As Honorary Consultant reporting to the current Chair effective immediately, primarily to administer the ballot and do all things necessary to elect new Board Directors under the new Constitution,
- To chair the second SGM (SGM2).



Mr Manefield left the meeting.

There was further discussion and debate.

The Motion was then put.

Votes For	Against	Abstain	Carried?
12	1	Richmond	Y

Mr Manefield returned to the meeting

There was further discussion.

### Meeting Close

The meeting was closed at 9:16pm

Signed as a true record: \_\_\_\_\_

Date: \_\_\_\_/\_\_\_\_/\_\_\_\_

Name: \_\_\_\_\_

## Attachment One – RDA NSW Constitution – Amendments – SGM on 11 Nov 2024

Amdmt #	Clause	Proposed Amendment	Rationale
1	4	That the words <b>"and/or disabilities"</b> be added to the end of the Clause	To reflect that many if not most volunteers would consider that this expression is more reflective of the purpose that they have served for many years.
2	8.1.1(a)	The word <b>"Riding"</b> in the first paragraph of Clause 8.1.1(a) be replaced with the word <b>"RDA"</b>	This has been recommended given that RDA provide more than Riding Programmes
3	8.1.1(b)	The words <b>"disciplinary or financial"</b> in the first paragraph of 8.1.1(b) be replaced by the words <b>"disciplinary, financial or a 'lack of key personnel'"</b>	Older and Smaller Centres are losing Coaches and volunteers but are still managing to operate as centres. They should be allowed to contribute in the 'business' of RDA NSW
4	8.1.1(b)	The words <b>"unless they have returned to a Provisional Status due to a 'lack of key personnel' and continue to operate as a functioning Centre"</b> be added after the words <b>"General Meetings"</b> at the end of Clause 8.1.1(b)	This allows a Provisional Centre to retain voting rights so long as they remain operational.
5	8.1.1 HLM	The subclause designation <b>"(d)"</b> be inserted before the words Honorary Life Volunteers	This allows this clause to be designated <b>"8.1.1(d)"</b> so that it can be more easily referred to
6	8.1.1(d)	That word <b>"Volunteer"</b> be replaced with the word <b>"Member"</b> wherever it occurs in this subclause now designated 8.1.1(d)	These people have given a life-time of service to RDA and need to be treated with dignity and respect.
7	37.2(a)	The words <b>"Directors of the current Board, as at November 2024, who have served 6 or more concurrent years are not eligible for nomination to the Board under this Constitution. They are eligible to nominate for re-election at the next AGM in accordance with this Constitution."</b> are to be added, as a subparagraph at the end of Clause 37.2(a)	This is to ensure compliance with the current Constitution which limits Directors to a maximum term of 6 concurrent years.
8	37.5(a)	Amend Clause 37.5(a) by replacing the word <b>"Directors"</b> at the beginning of the Clause with the following words: <b>"Except for the initial election of Directors described in Clause 37.2, directors"</b>	This addition would remove a potential 'logical' conflict that might be caused by the fact that the election of the initial directors will be held at an SGM instead of an AGM



9	37.5(b)	<p>Replace all the words of Clause 37.5(b) with the following:</p> <p><b>"The Election of Directors will be conducted in the following way:</b></p> <p><b>(i) The number of vacant seats and years remaining for those seats will be determined</b></p> <p><b>(ii) Then every Member attending the General Meeting will be allocated voting 'tokens' for every Board seat with a value equal to the years remaining on that seat.</b></p> <p><b>(iii) At the time of the election, via a secret ballot, Members will then use their tokens by applying the higher value tokens to the candidates that they would prefer to serve longer terms, and so on until they have used all their tokens.</b></p> <p><b>(iv) The votes will be tallied using the value of the tokens applied to each candidate."</b></p>	<p>This has been changed to ensure that there is a clear numeric basis for allocating Directors with higher votes to the Board seats that have longer years left on them.</p> <p>At every AGM, there will be 3 seats with 3 years of service available.</p> <p>However, there may be also seats that were vacated by Directors where the seats only had two or one years remaining.</p> <p>This voting system covers all those eventualities.</p>
10	37.9	<p>Replace all the words in Clause 37.9 with the words <b>"Not used"</b></p>	<p>This clause was in the original ACNC template. It is in conflict with the new sub-clauses of Clause 37 that relate to the process of electing directors.</p> <p>Leaving an empty clause in this way means we don't have then check for, and amend, any references to later clauses in Clause 37, e.g. Clause 37.12</p>
11	37.10	<p>Replace all the words in Clause 37.10 with the words <b>"Not used"</b></p>	<p>This clause was in the original ACNC template. It is in conflict with the new sub-clauses of Clause 37 that relate to the process of electing directors</p>
12	37.11(c )	<p>That all the words of 37.11(c ) be replaced with the words <b>"are nominated by two members of a Member Centre that is entitled to vote under this Constitution"</b></p>	<p>This sub-clause was in the original ACNC template. The clause was worded to suit an organisation whose members are humans.</p>
13	37.12(e )	<p>That subclause 37.12(e ) be removed</p>	<p>This clause was in the original ACNC template. It is in conflict with Clause 37.7, which states that directors who fill casual vacancies must stand for election at the next AGM</p>

## Attachment One – RDA NSW Constitution – Amendments – SGM on 11 Nov 2024

14	37.13	The word " <b>persons</b> " in Clause 37.13 be replaced with the words " <b>of its members</b> "	This is required to clarify that a Member Centre may only have a maximum of two of its members sitting on the Board at any one time.
15	37.13	The words " <b>following those Directors having been appointed under the above clause 23</b> " be removed from Clause 37.13.	This needs to be removed as there a number of ways in which a Director can be appointed to the Board, not just Clause 23. The purpose of Clause 37.13 is simply to limit a Member Centre to having a maximum of two of its members on the Board.
16	53	The sentence " <b>The Chairperson may have the Casting Vote when Board votes are tied.</b> " are to be added to the end of Clause 53	This removes ambiguity of the power of the Chair to resolve tied votes of the Board.
17	15.1(e) 28.1 46.1(b)	The words " <b>Error! Reference source not found</b> " be removed wherever they occur in the document	These words were added by MS Word due to an unresolved link error in the ACNC template.