



## **Riding for the Disabled Association (NSW)**

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

**email:** [stateoffice@rdansw.org.au](mailto:stateoffice@rdansw.org.au) **website:** [www.rdansw.org.au](http://www.rdansw.org.au)

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

30 May 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)

Olwen Smith (FO/MPIO) delegate for Cootamundra

Allan Burton (Rider Rep.) – delegate for Wollondilly

Linda Bower (Marketing/Fundraising)

Lucy Pentony (OC and minute taker)

Bruce Manefield - Independent Chair for item1and 2 on the agenda

Nicole King. Co Host for ZOOM

Tina Clifton – Ryde

Ron Marton – Ryde

Sue Wilson - Tamworth

Gerard Looby – Upper Hunter

Ed Binney - MGL

Jo Grove - Goulburn

Karen O'Neil – Box Hill TT

Desley Burns – Box Hill TT

Sophie Scarlett – Box Hill TT

Janelle Patten – Box Hill TT

Cathy Wagstaff - Wauchope/Port Macquarie,

Barry Davis – Blue Mountains

Michelle Eastwood – Wagga

Dawn Haddon – Wagga

Lesley Anne Clifton – RT & LH

Margaret Norman – Life Member and proxy for Jan Pike

Maureen Turner – Life Member

Gerard Murphy – Life Member

Jenny Cameron – Life Member  
Eric Lengling – Life member  
Wendy Dunbar – Kempsey/Macleay  
Judy Rattur - Kendall  
Heather Baker - Wagga  
Ian Travers Richmond  
Fred Campbell – Richmond  
Wendy Snider-Richmond  
Ann Lawson – Central Coast  
Julie Groat – Griffith/Leeton  
Coffs Harbour - by Proxy Olwen Smith  
Susan Turner – Davis – Young  
Allan Everett – Orange  
Tumut – Janelle Jenkins  
Anne Armitage – RT & LH  
Graeme Gulliver - Ballina & District (not voting)  
Anna Rimac – Ballina & District (not voting)  
Glenn Walker – MGL  
Helen Strasser – Proxy for Young (Helen Strasser not in attendance)

**1. Welcome and Attendance**

1. Acknowledgement of Traditional Custodians - Chair acknowledged the traditional custodians of the land
2. Welcome – Greg Urand - Chair opened the meeting at 7.04pm welcomed all to the meeting.
3. Confirmation of a quorum – quorum confirmed

**2. Rules for meeting** – professionalism where ever we can. No talking over people. Members to put their hand up on the ZOOM screen for questions. Respectful of others.

**3. Objectives of meeting**

1. Continue discussions from the AGM 3 May 2024
2. 4 Motions put forward

**4. Notices of Motion**

Greg Urand introduced and welcomed Bruce Manefield (FAICD) as the Independent Chair for items 1 and 2 on the agenda. Greg read out Bruce's BIO and then noted that motions 1 and 2 below need to be dealt with as one, both relate to each other.

1. (To be facilitated by Special Purpose Chair Bruce Manefield)  
**Motion:** "Financial and Auditors report for the year ended 31 December 2023 to be accepted". - To be rolled over to the next SGM date and time TBA
2. (To be facilitated by Special Purpose Chair Bruce Manefield)  
**Motion:** "The dismissal of Joseph Orland as director of RDA (NSW)".

**Bruce Manefield opened the floor for Comments from Centres:**

- **Ian Travers – Richmond** – noted rejection by JO to distribute Golden Eagle donation to Centres
- **Ron Marton – Ryde Centre** – Tina Clifton has made thorough investigation on investment strategy by RDA (NSW).
- **Tina Clifton – Ryde** – Poor investment strategy RDA (NSW) uses Direct shares - Investing in a diversified fund is the better choice. Finance report is a catastrophe, report is appalling. JO does not have the skills to manage our finances but feels he has.
- **Gerard Looby – retired Financial Chartered Accountant- Upper Hunter** Not too many problems with the Audited Financial Statements. A few disclosure items in particular with

expenses had not enough information. However, this was rectified with the P&L report sent to the Centres. Audited Report should be accepted.

Motion 2 deserves some consideration. It seems JO tried his level best not to distribute the money that was originally deemed to go to the Centres. Then spent money on solicitor fees that noted that the money could be distributed. Then came out with a proclamation that went against what the legal opinion was.

- **Ed Binney – MGL Golden Eagle issue.** Board motion re making distribution to Centres there was a 4/2 vote - majority vote counts. One of the board members against the motion was JO. Funds were not distributed. Members on committees or boards cannot act in this way. Financial reports rejected in the last few years. Commented that Audited financial report statements not transparent. Centres entitled to see how the money is spent by the Board.
- **Olwen Smith - new FO on the board,** explained the procedure for approving payments and that payments are approved by all board members. In regard to motion 2 Joe had to approve the distribution of the Golden Eagle donation according to the provision of the constitution.
- **Sue Wilson - Tamworth** - Centres were struggling and they look at the amount of money in the RDA accounts with no explanation of where the money is distributed. Joe is hiding behind a constitution that is out of date. Centres struggling - should not be so difficult for the money to be sent to the Centres in need.
- **Ron Martin – Ryde** for the last 3 RDA (NSW) AGM's Centres have asked for a different auditor – auditor he has been re engaged. Appearance of impropriety that Joe is a friend of the Auditor
- **Gerard Looby- Upper Hunter** - presentation of financial statements with an addendum of a detailed P&L report can be added so the members can see where the money is being sent. To oust an auditor there is a procedure to be followed, must have an incoming auditor and the existing auditor has right of response. Gerard reiterated he has no issue with the financial statements.

#### **Comments from JO (right of reply)**

- Statements made by Centre members is due to misunderstandings
- No connection between himself and auditor (also noted by Olwen Smith)
- Audited Financial Accounts didn't show breakup of total expenditures -When realised this sent out detailed P&L accounts to the Centres.
- Rejection of Financial Statements - Joe does not process the accounts. Receives from bookkeeper and acts as intermediary between the bookkeeper and the auditor. invoices come in for payment - bookkeeper makes the payment, bookkeeper asks Joe information. Accounts approved by all directors. 2 directors approve each payment. Joe has no controlling interest.
- Golden Eagle distribution Joe was against the method of distribution not against the distribution to the Centres – funds must be distributed in accordance with the constitution. Legal advice was sought as distribution to be conducted under the terms of the constitution. Joe was standing by what the constitution states. Board finally agreed the method of distribution allowing for the provisions under the terms of the constitution.
- Bruce Manefield – requested what time frame from when the Golden Eagle money was received and when the funds were distributed – around 8 months - discussion held on this issue
- Joe Orland - RDA (NSW) is a company, Centres are not part of the company itself. Provisions in the constitution state that funds cannot be paid to members. Centres are the members. Provision had to be found in item 6.5 of the constitution to distribute the funds.

- Finance report and direct involvement of shares. The issue is the fluctuation of shares. RDA (NSW) is not running at a loss. Joe gave explanation of performance of investments.
- **Tina Clifton – Ryde** reiterated that she is disputing the process for investments. JO has been controlling the process of finances. The constitution, the structure of the association and distribution of funds. Joe has a certain interpretation of the constitution and it has been difficult if anyone has a different interpretation to be heard. If RDA (NSW) had a finance committee that sought expert external advice RDA (NSW) would be in a better financial position
- Joseph Orland - only 1 of 7 board members. It is a decision of majority not just himself
- If we didn't have income from investments and term deposits we would have to increase the Rider Registrations.
- Investments set up before Joe came onto the board.
- **Bruce Manefield** asked JO "how did the motion come to the table". JO noted he is only the intermediary. Board makes the decisions. JO consults the Finance Committee
- **Allan Burton – Board** was prepared distribute the Golden Eagle donation when they became aware of the clauses in the constitution, had to rethink the way it would be distributed. Board became aware of the clauses in the constitution had to find a way to distribute the funds in the correct manner. It was agreed with going with grants.
- **Sue Wilson – Tamworth** - Joe searched for a reason not to distribute the funds
- **Joseph Orland – disagreed**, reiterated his reasons for searching for a way to distribute the funds legally.

Bruce Manefield – need to look at the validity of this motion. Motion as it stands if it was moved and passed is open to direct challenge. This motion needs to be reworded. Another 21 days given. There needs to be a call for another SGM.

Confirmation that this is a SGM and the timing of holding this meeting by Bruce.  
The AGM was finalised with some important items not completed.  
Bruce proposed a process for wording the motion.

**That the following motion be put to a SGM to be set by the Board at a future date:**

**Ed Binney – MGL Centre "that this motion be put at a later meeting"**

**Seconded Ron Marton – Ryde Centre**

"This meeting resolves to remove Joseph Orland as a Director of the Company.

The rationale 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.

**For the motion: 14** - Ryde, MGL, CC, Mudgee, RT & LH, Blue Mountains, Young, Wagga, Tumut, Jan Pike, Margaret Norman, Tamworth, Jenny Cameron, **Kempsey/Macleay**

**Against: 3** Cootamundra, Coffs harbour, and Wollondilly

**Abstain: 0**

**Motion Carried:**

Greg Urand noted that no matter the outcome of this motion that no Centre will be placed in Administration as a result of proposing this motion.

3. **Motion:** “Extension of directors’ terms. It will be proposed to be approved in principle for the RDA (NSW) solicitor to work on the wording of the RDA (NSW) Constitution with a view to removing the requirement that currently exists that only 4 people can be elected onto the board in one year should there be more than four vacancies to be filled, as a result of, for example, the resignation or retirement of a director who would otherwise not have been due to stand down at the AGM”.

**Michelle Eastwood – Wagga Centre** - Motion as it stands has 2 separate components. Would like to extend the ability of voting for more than 4 directors at any one AGM, but vote against increasing the term of directors.

**Ed Binney – MGL Centre** – concerning element is the extension of extending the term of directors.

**Janelle Jenkins – Tumut** agrees with Michelle’s comments.

**Sue Wilson – Tamworth Centre** RDA (NSW) need continuing to a degree. Confusing 2 issues

**Graeme Gulliver Ballina** – (has no vote at this meeting) commented that he does not agree with extending the term of directors.

**Eric Lengling – Life Member** suggested the motion be put or withdrawn.

**Moved Ian Travers – Richmond Centre**

**Seconded Eric Lengling – Life Member**

**For: 13 MN, JP,**

**Against: 8**

**Motion Carried**

4. **Motion:** “that in conjunction with the RDA (NSW) solicitor, to start investigations on the Incorporation of Centres”

**Moved by Ron Martin – Ryde Centre**

**Seconded Ian Travers – Richmond Centre**

**Amended Motion:** “that in conjunction with the RDA (NSW) solicitor, to start investigations on the Incorporation of Centres. with subsequent consultation with members following those investigations”.

**Moved by Ron Martin**

**Seconded Ian Travers**

**Amended Motion:** “that in conjunction with the RDA (NSW) solicitor, to start investigations on the Incorporation of Centres. with subsequent consultation with members following those investigations, and that we add a working group, 2 members from Larger Centres 2 members from smaller Centres ,2 from the Board of Directors”.

Discussion held on incorporation of Centres

Question from Cathy Wagstaff – Wauchope/Port Macquarie

Why do we need to be incorporated?

**Answers from Joe Orland and Tina Clifton Ryde Centre**

- Protect the members of the Centre.
- Protect the assets of our organisation.

It was decided that discussion on the issue of incorporation is a little premature as the motion is “to start investigations”

**Moved by Ron Martin – Ryde Centre  
Seconded Ian Travers – Richmond Centre**

**25 for** - Life Members - Margaret Norman, Jenny Cameron, Jan Pike, Eric Lengling. Wauchope/Port Macquarie, Cootamundra, Coffs Harbour, Wollondilly, Wagga, Kendall, Central Coast, Mudgee, Tamworth, Central Coast, Mudgee, Orange, Mudgee, Upper Hunter, **Kempsey/Macleay - Accounted for only 19 from the recording.**

**Against - 0  
Motion Carried.**

**9.12pm: Greg Urand left the meeting ran out of power on his computer**

**5. Other Business - None**

- 6. Meeting Closed: 9.22 by Bruce Manefield.** Bruce thanked everyone for their contribution and participation in the meeting in an element of good faith. Noted that the members now have a good platform for the next meeting and wished all the best in with the issues discussed at this meeting.

Ron Martin thanked Bruce for an excellent job tonight.

Chairperson Signature

Greg Urand