# Proposed Constitutional Review Process

## Summary

A substantive review of the RDA NSW constitution has been called for to remove a series of anomalies and structural problems in the current Constitution approved in May 2018.

Furthermore, there is a strong feeling that the current Board does not seem inclined to follow basic best practice good governance principles.

Therefore, we are moving to institute a new Constitution with a new Board, preferably with a number of experienced directors.

A series of steps are proposed to provide efficient & effective consultation with all relevant stakeholders:

1. A Constitutional Review Workshop of all interested parties where different models are compared to the current structure
2. An SGM (SGM 1) to dismiss the Board and adopt in principle the new constitution and to call for nominations for the new Board under the new constitution.
3. A subsequent SGM (SGM2) to handover from the old Board to the new Board and to commence operating under the new constitution.

The key outcome of the process is to provide a higher level of focus and professionalism in the operation of the Board and the RDA NSW Head Office.

The other benefit of this two-part approach is to ensure that the organisation is not left without a Board at any time.

## Proposed Timeline for Constitutional Review

6 Sep ’24 Request sent to Board to Call for **two** Special General Meeting.
**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 9 new Directors
**SGM 2** will vote to adopt the preferred new Constitution and endorse the election of 9 new Directors held via an online ballot prior to SGM 2.

23 Sep ’24 **Constitutional Review Workshop (CRW)** – Held online via Zoom – Facilitated by Mr Bruce Manefield FAICD.
**Preliminary call for nominations** for 9 new Directors to be elected under the new Constitution.

2 Oct ’24 **SGM 1** – See attached SGM Requisition Letter for Proposed Motions

9 Oct ’24 Nominations for new Directors close.
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
Online Ballot for new RDA NSW Directors opens

19 Oct ’24 Ballot for new Directors closes – results disclosed to all voters automatically by the online ballot

25 Oct ’24 **SGM 2** – Adoption of new Constitution and endorsement of the election of 9 new Directors – see attached Proposed Motions

26 Oct ’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.

## Process

Call for two (2) Special General Meetings.
A: Two Centres send the Requisition letter at Attachment One
B: With 3-4 days additional Centre Committees indicate their support for the Call for SGMs using Attachment Two

Possible Board Responses
**Option A**: Board agrees with Timeline proposed – proceed as per Proposed Timeline
**Option B**: Board does NOT agree with the requisition – Find three Board Directors who will call an SGM under Clause 15.5
**Option C**: Three Directors cannot be found to call the SGM - Write to the Board and inform them that given that they have refused to convene the requested SGM, that the SGM 1 will be held on 2nd October 2024 in accordance with Section 249E of the Corporations Act 2001.

Then follow the steps in the Proposed Timeline for Constitutional Review (see above)