

## **MOTORCYCLING NSW STATE DELEGATES (GENERAL COUNCIL) MEETING**

### **MINUTES**

**Date:** Thursday 1 December, 2022 at 7:00pm

**Location:** Online via Microsoft Teams

#### **Attendees**

##### **Board**

Darren Gossling (Chairperson)	Annaliese Cawood (Deputy Chair)	Chelsea Cheney (Director)
Madeleine Bowditch (Director)	Kate Peck (Director)	

##### **Life Members**

Keith Davies	David Elliot
Bob McGlinchy	

##### **Delegates**

Annandale Leichardt MCC	Armidale Motorcycle Club	Baulkham Hills JMTC
BEARS Motorcycle Club	City of Penrith Motorcycle Club	Dargle Valley Motorcycle Club
Highlands HEMCC	Kurri Kurri Speedway Club	Lake Macquarie Motor Bike Club
Lower Mountains MCC	Macarthur MCC	North Coast Road Racers
Oakdale Junior MCC	Panorama MCC	Penrith Minibike Club
Post Classic Racing Association	St George MCC	Young MCC

##### **Guests**

Daniel Rushworth – MNSW Staff	Ben Williams – MNSW Staff	Wendy Haddad – MNSW Staff
Simon Merritt – Landers & Rogers	John Walker – Speedway Sports Committee	Bob Johnston – Road Race Sports Committee
Michael Coghlan – Motocross Sports Committee		

##### **Private Promoters**

Michel Constantinou – Race Pace		
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##### **Apologies**

Ron Kivovitch (Life Member)	Christine Tickner (Life Member)	Syd Jackson (Life Member)
Gary Boniface (Trial Sports Committee)	Blacktown Junior Mini Bike Club	BSA MCC
Dubbo DBC	Eastern Suburbs MCC	Griffith MCSC
Peel Valley MCC		

##### **Items**

#### **1. Chairpersons address and welcome**

The CEO welcomed everyone to the meeting and requested that as this meeting is held online only, for all participants to place themselves on mute and use the hand reaction button when they wish

to speak. The CEO also asked for everyone to note their attendance in the chat for the benefit of the minutes and advised that the meeting has begun recording.

Chairperson Gossling opened the meeting at 7.00pm and wished everyone a Merry Christmas and Happy New Year. He expressed thanks to those who attended the Awards Night. There were well deserving award recipients and the guest speaker Ben Felten was also a wonderful feature of the night. Chairperson Gossling expressed his thanks to the MNSW Board. Lots of work has gone into Governance this year and also expressed his thanks to Daniel Rushworth for his work over the last eight months. A great team has been put together at MNSW by Daniel.

## 2. Minutes – State Delegates General Council Meeting 20 October 2022

The meeting minutes for the General Council meeting held on 20 October 2022 were accepted. It is noted for the next General Council meeting that the 20 October minutes be moved and seconded. Michel Constantinou requested that the October minutes be amended to reflect that he asked the question about the calendar release date. On investigation, this has been noted on page 4 of the minutes.

## 3. Matters Arising

No.	Matter
3.2	<p><b>Financial Statements – Investment of MNSW Finances</b></p> <p><b>ACTION ITEM (2): MNSW to investigate investments and provide update at next General Council meeting.</b></p> <p>The CEO advised that following the next RBA meeting on Tuesday 6 December an investment will be made. It will be a twelve-month investure with \$3.5M split into term deposits. Further updates will be given on this at the next General Council meeting.</p>

## 4. Board Meeting Summaries – 4 October 2022

The Board meeting summary for 4 October 2022 was accepted.

## 5. Financial Summary

Director Cheney advised that participation has slightly increased in October. In September it was noted that there was a downturn of 17.5% in participation and this has moved to 10% which is very pleasing.

There were no queries to the financial summary.

## 6. Review of Constitution

Chairperson Gossling expressed his thanks to Director Bowditch for her work on the uplifting of the Constitution. As Chair of the Governance Committee, Director Bowditch has been working through many different policies and charters to ensure that they are updated and lawful.

Director Bowditch advised the General Council that tonight is dedicated to discussing the feedback of the Constitution uplift only and that voting will be undertaken at a separate special general

meeting. Director Bowditch advised that Simon Merritt from Landers & Rogers is joining the meeting to assist with any queries. Simon is a Sports Lawyer Specialist who has worked with over 30 National and State Sporting Organisations.

Written responses will be provided to those who have provided feedback or concerns. Discussion tonight will be based on the points that multiple people have provided feedback on.

- I. Life Member Voting Rights – there were three pieces of feedback provided on this and Director Bowditch advised that there are no changes to Life Membership and Life Member Voting proposed under the Constitution. The Life Membership Policy was updated earlier this year and is mirrored in this Constitution. There were no further comments made in relation to this matter.
- II. Sports Committee Sunset Clauses – Director Bowditch advised that this was not included in the uplift of the Constitution as this is quite restrictive including the fact that many Committees are currently under resourced and needing people to join and participate. John Walker commented that Speedway is limited to two tracks in NSW and is a small Committee which operates due to promoters. Director Bowditch appreciates the work that has been done with Speedway and this is in line with succession planning, not directly an issue with sunset clauses.

Director Bowditch invited the community to raise other concerns or feedback in regard to the Constitution uplift.

- III. David Morrissey queried whether the Board Committee's consisted only of Board Members. Director Bowditch advised that there are Board Committee's and Sports Committee's. The Board has the Governance Committee, the Investigations Committee, The Finance Risk Audit and Property Committee and these consist of Board members. The Sports Committee's do not have any Board Members and are made up of the Community.
- IV. Bob Johnson noted that the Classic Road Race Committee was made up of two members and that it was difficult to gain members for these clubs.
- V. Daniel Beech queried whether resolutions made at General Council meetings were binding or for information only and what the changes would be under the new Constitution. Director Bowditch advised that the meetings were based on what powers are given to the Board under the Corporations Act. The Constitution uplift does not change the meetings or the powers of the Board. Director Bowditch explained that the General Council meetings will continue in their usual manner, with a Special General Meeting being held for the passing of the new Constitution. This is in line with the Corporations Act and includes the voting by the members for the new Constitution.

Daniel Beech queried number 16.4.2 under the Constitution with representatives not fulfilling their roles – Director Bowditch advised that it is for the delegates to speak and act on behalf of their clubs. If engagement is not occurring by the delegates and

MNSW it is encouraged that this be brought to the MNSW office for attention and action.

Danial Beech queried clause 8.5 and whether there was a legal document in place between the Clubs and MNSW. Simon Merritt advised that this clause was there for an emergency provision. Danial Beech believes that this clause should be removed.

- VI. Greg Roberts stated that great work has been done and queried whether the term Motorcycle Sport could be changed to Motorcycling. The purpose is to encourage beyond sporting as motorcycling is not always about competing as a sport. Simon Merritt advised that the term of Motorcycling Sport under 2.1 includes a broader scope and this is covered in the objects section. This is broad enough to cover all activities from a legal perspective.
- VII. Danial Beech queried 16.2 in regard to employee terminations, probation periods and elections of Board nominees. Director Cawood explained that lawful terminations meant that the employee was unable to be elected to the Board. In regard to probation periods and termination, there are still processes that need to be followed under the Fair Work Act to be able to terminate an employee.
- VIII. Director Bowditch spoke to a query in the meeting chat from Daniel Morris in regards to Life Members. Director Bowditch advised that this was discussed earlier in the meeting and the new Constitution does not diminish the contribution or role of the Life Members.
- IX. Sheree Morris queried whether this new Constitution had to be passed at a General Meeting. Director Bowditch confirmed this and explained that this is why the community is being invited to provide feedback as this is for the future of MNSW.
- X. Danial Beech queried whether a Life Member who had no voting rights could still be a delegate. Director Bowditch advised that under the Life Member Policy, they can be delegates.
- XI. David Morrissey advises that this Constitution change is a major cultural change for MNSW. Previously, when the Board has proposed changes, it was unsuccessful. Although this change has been introduced professionally, a fracture line seems to be forming and this may need several rounds of community feedback to ensure that members do not feel disenfranchised. Director Bowditch advised that this is the fifth draft of the Constitution and that many hours have been spent working on this. There were also sessions held with the Life Members. All feedback is being responded to and taken under consideration. The Board is going to great lengths to get this across the line and MNSW has a legal obligation to uplift the Constitution, and this will not be the only meeting in regard to the uplift. The aim is to grow our sport and nurture the community and for future success. It is important that the Constitution be compliant and comply with the Corporations Act.

David Morrissey asked Simon Merritt what replaceable rules were and what can be done in this framework. Simon advised that under the Corporations Act there is power for the Company to use sections under the replaceable rules instead of the Constitution. This is very generic and limited sections that deal with the bare minimum areas and matters that a Company's Constitution can deal with.

- XII. Chairperson Gossling expressed his thanks to Directors Bowditch and Cawood for addressing the questions raised. The Constitution needs to be lawful and modernised and the goal for the Board is to leave the organisation in a better place than when they started as Directors. The role is for MNSW to flourish and be heavily community based. MNSW still needs to make profit to reinvest back into the Sport and for the betterment of the Sport. This is the consultation process, and the Board is here for the community.

Chairperson Gossling again expressed his thanks to Director Bowditch for her efforts thus far. This Constitution is just one of many documents that Director Bowditch has been working on. These are changes that are needed for the sport to grow and move into the future.

Simon Merritt advised that the number of drafts for the Constitution uplift is closer to seven and there are a minimum of six General Council meetings per year and this is at the top compared to other organisations. The Board has taken a strong approach to protect members and Clubs.

- XIII. Greg Roberts advised that he is located a three hour drive from Sydney and has tried to be involved in motorcycling since the 1970s. There has been difficulty in comparing the current Constitution and the uplifted version. The comparison chart was difficult to follow. Greg Roberts queried whether the inclusion of the number a club will need to be an affiliated club affect the voting numbers. Simon Merritt advised that for the Constitution to be passed at a General Meeting by Special Resolution, it must be supported by 75% of the voting members. Those who attend the meeting and vote on the special resolution are whose votes will be counted.

Director Bowditch thanked everyone for their feedback and time this evening.

Chairperson Gossling advised that it is important to note that these changes are being proposed to better the organisation and the Board is aiming for agreement from everyone in attendance at the General Meeting, not just the 75%. The MNSW Board is happy to be contacted with any queries.

## **7. Key items – Strategic Update**

### **i. Ridernet 2.0 Update**

CEO advised that this is still a developing platform and Karen and Catherine are working with MA on the issues arising.

Carlie Roberts advised that changes are occurring daily and queried whether feedback can be communicated with clubs. The CEO advised he will implement an update to be communicated to clubs. MNSW meets with MA on a national level to discuss the ongoing issues.

Danial Beech queried how changes are being managed and communicated. The CEO confirmed that he will attempt to implement an update to clubs on a weekly or fortnightly basis.

ii. **Strategic Planning Update**

CEO advised that the Strategic Plan will be presented at the February General Council meeting.

iii. **Prize Money Policy and Bond Guidelines Update**

The CEO advised that is now in action and has been sent to the community.

Danial Beech queried the feedback that was provided by the community and whether this was taken on board. The CEO advised that feedback was received and there was a small group of our community provide correspondence that was identical.

Sheree Morris queried what the rationale was to remove the bond. The CEO advised that this was previously the Bond Policy. The information within this was very dated and not consistent to our current practices.

iv. **2023 Calendar and Key Dates**

The CEO advised that the 2023 Calendar rollout is lagging behind. MNSW are working on releasing this as soon as possible. Key dates will also be circulated.

Carlie Roberts advised that the details released for State Championship hosting on financials were minimal and this makes it difficult to hold and organise events. Matt Adamson agreed with this. Structure is changing with some disciplines not being given choice of preference for events. The CEO advised that this feedback will be taken on board.

Sheree Morris queried the Christmas office closure and the CEO advised that the office will be closed from 23 December. Skeleton staff will be available from the 3 January and the full team is back on 9 January.

The 2023 State Awards Dinner will be included in the calendar.

Michel Constantinou advised that there needs to be a budget for hosting State Titles. The bucket system that was utilised previously does not work well. The CEO advised that this is being reviewed and participation in our championships has been varied. There are challenges surrounding the disciplines. There is no "one size fits all" approach. Hosting events should not be financially unattractive for clubs. Best efforts will be made to ensure that clubs can run events.

Carlie Roberts advised that there is not enough time for clubs to prepare and host events. The CEO advised that he understands this but unfortunately this is the current situation. MNSW will work with the clubs to do as much as possible to assist with the championships.

Matt Adamson queried the financial support for clubs and when this will be advised. It was also queried when can the open calendar be expected. The CEO advised that the calendar is being turned around as quickly as possible. MNSW has released as much as possible thus far. MNSW is hoping to release the rest as soon as possible. Financial modelling is currently in play. It was queried by Matt Adamson whether the MA calendar is delayed. The CEO advised that MNSW has released what they can thus far.

v. **Club Success Examples and Case Studies**

The CEO encouraged the delegates to share any success stories with the community.

**8. MNSW Board Sub Committee Update**

i. **Governance and Policy Sub Committee**

Director Bowditch advised that in addition to the Constitution, there are six other policies that are being uplifted. These will be provided to the community for review in due course.

ii. **Investigations Sub Committee**

Director Cawood advised that the Investigations Committee has put four matters to the investigations panel for historical matters. The outcomes will be released shortly. The Grievance Handling Policy is also being updated and will be released to the community in due course.

iii. **Finance, Risk, Audit & Properties Sub Committee**

Director Cheney advised that the Committee has put forward a budget for 2023 and the Board has approved this.

iv. **Sports Committee Update**

The CEO advised the General Council of the sad news of Ian Allison's passing. He was a member of the MNSW Motocross Sports Committee and his loss will be felt in the community. He was a wonderful volunteer who together with his family, was heavily involved in our sport and he will be missed.

**9. New Delegates**

N/A

**10. New Club Affiliations**

The CEO advised that AMA has collapsed in terms of insurance coverage. There were a number of clubs apart of AMA reach out to seek affiliation. These clubs will be affiliated in February 2023 and this will be approved via circular motion by the Board and details will be provided to the community for any objections in February.

Danial Beech queried that if they become affiliated and run events, will there be checks ensuring they are running as per the rules. The CEO advised that they will need to abide by the same rules as other clubs within the community.

## **11. Private Promoter Affiliations**

N/A

## **12. Committee Reports**

- i. Motocross – Sports Committee Chairperson Maree Kirby commented that Ian’s passing was very sad and her thoughts are with the family. The State Awards was wonderful last Saturday night. Clubs are waiting on the open calendar. This is not the first time the calendar has taken a while. Currently working towards the State Titles. Maree wished the community a Merry Christmas and thanked the MNSW staff and Board for their help this year.
- ii. Speedway - Sports Committee Chairperson Matt Adamson advised that the under 21, 16 and 13 state titles at Kurri. The Committee is going through the applications for the state titles and no applications were received for speedway. This may reinforce the financial aspect for clubs. The events need to be financially viable for clubs. The committee is also awaiting to hear whether the bylaws have been approved.
- iii. Minikhana (No update provided)
- iv. Road Race – Michael Rooke advised that the committee is still waiting to hear whether the bylaws have been approved. State Titles are in the pipeline.
- v. Dirt Track (No update provided)
- vi. Enduro (No update provided)
- vii. Trial (No update provided)
- viii. Historic Road Race (No update provided)

## **13. General Business**

There was no general business.

Chairperson Gossling wished everyone a Merry Christmas and Happy New Year with wonderful weather for 2023.

## **14. Meeting Close**

Chairperson Gossling thanked everyone for their attendance and contribution to the meeting. The meeting was declared closed at 9pm.