

## MOTORCYCLING NSW STATE DELEGATES SPECIAL GENERAL MEETING

### MINUTES

**Date:** Thursday 9 February, 2023 at 7:00pm

**Location:** Blacktown Workers Club and Online via Microsoft Teams

#### Attendees

##### Board

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

##### Life Members

Keith Davies	David Elliot	Christine Tickner
Bob McGlinchy	Ron Kivovitch	

##### Delegates

ACT Motorcycle Club	Annandale Leichardt MCC	Armidale Motorcycle Club
Bankstown Wiley Park MCC	Bathurst Motorcycle Enthusiasts Club Inc	Baulkham Hills JMTC
Blacktown Junior Minibike Club	Canobolas Motorcycle Club	City of Penrith Motorcycle Club
Classic and Enthusiasts MCC	Classic Motorcycle Racing Club	Coffs Harbor Motorcycle Club
Cooma Off Road Club	Dargle Valley Motorcycle Club	Heaven VMX
Hornsby Junior Dirt Bike Club	Hunter Motorcycling Club	Lake Macquarie Motor Bike Club
Leeton Motorcycle Club	Lower Mountains MCC	Macarthur MCC
Maitland District Motorcycle Club	Manly Warringah Motorcycle Club	Motorcycle Racing Club NSW
Northern Classic Vintage and Veteran MCC	NSW Supermoto Riders Club	Oakdale Junior Motorcycle Club
Oyster Bay Motorcycle Club	Panorama Motorcycle Club	Penrith Minibike Club
Post Classic Racing Association	St George Motorcycle Club	The Vincent HRD Owners Club
Veterans Motorcycle Club Sydney	Wagga Wagga Motorcycle Sports Club	Young Motorcycle Club

##### Guests

Daniel Rushworth – MNSW Staff	Ben Williams – MNSW Staff	Wendy Haddad – MNSW Staff
Simon Merritt – Landers & Rogers		

##### Private Promoters

Michel Constantinou – Race Pace		
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##### Apologies

Syd Jackson (Life Member)		
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**Items**

**1. Opening and Welcome by the Chair**

Chairperson Gossling opened the meeting at 7.00pm and welcomed all attendee's to the Special General Meeting regarding the new Constitution.

Chairperson Gossling extended his thanks to Director Bowditch and the Governance Committee for their extensive work on the Constitution uplift over the last eight months. An outline of the Agenda was provided and Chairperson Gossling requested that those who would like to speak keep their comments to a few minutes so that the meeting can remain on schedule and close on time.

**2. Apologies and Proxies**

Chairperson Gossling advised that South Grafton was noted as an apology.

Three proxies were put forward. Cessnock Motorcycle Club have given their proxy to Carlie Roberts from Baulkham Hills Junior Motorcycle Training Club. Hastings Valley Motorcycle Club have given their proxy to Danial Beech from Panorama Motorcycle Club. Jan Blizzard Life Member has given her proxy to Michael Rooke from St George Motorcycle Club.

**3. Notice of Motion**

Director Bowditch advised of the following Notice of Motion.

*To consider and if thought fit, pass the following resolution as a special resolution:*

*THAT the Constitution of Motorcycling NSW Limited (ACN 096 875 526) be replaced with the version contained in the "2023 MNSW Proposed Constitution" link in this Notice, with effect from the close of the Special General Meeting.*

Director Bowditch spoke to the Notice of Motion and advised that over the last eight months the Governance Committee completed a full review of the current Constitution and determined an uplift was necessary and desirable. Life Members were involved in the review process and this was very much appreciated. The Board is required to review the Constitution annually and if necessary, propose amendments that will enhance the achievement of the MNSW objectives in accordance with the MNSW principles. Director Bowditch explained that the content in the current Constitution was repetitive and contains clauses that are not in compliance with the Corporations Act. It is best to modernise and align the Constitution with the Australian Sports Commission Sports Governance Principles. Director Bowditch advised that the proposed Constitution does not seek to increase the powers of the Board at the expense of the Members. The Board is aware that there have been discussions in the community regarding the rights of Members and concerns surrounding the General Meetings and Council Meetings. The clause concerning General Council Meetings in the proposed Constitution is materially identical to the current Constitution. The only change is the name, and this was made due to the Corporations Act. This is to ensure that the proposed

Constitution is accurate and legal. Law Firm Lander and Rogers were heavily involved in assisting with the uplift of the Constitution to ensure it is accurate and legal. The Board consulted with the Community and extends thanks to those who participated. This proposed Constitution is version 7 which is being put forward this evening to be voted on. Director Bowditch opened to the floor for any comments or questions from the Community.

Ms Carlie Roberts from Baulkham Hills Junior Motorcycle Training Club stated that there was only one consultation with the community surrounding the proposed Constitution. Director Bowditch detailed the process that was undertaken by the Board, explaining that a meeting was held in December to gather feedback. A JotForm was provided for the General Council to send through any further comments. Only one piece of feedback was received from the community and one from the Life Members. Due to this, no further meetings were held as they were not deemed necessary by the Board.

Mr Daniel Morris from Dargle Valley Motorcycle Club questioned why the changes were not provided or presented to the community. Director Bowditch advised that emails and JotForm's were provided to the community with all necessary information containing the current Constitution, the proposed Constitution and the comparison table. The Board were being guided by the community and as there was no feedback received the Board did not believe another meeting would be an effective use of anyone's time.

Mr Danial Beech from Panorama Motorcycle Club referenced the minutes from the previous General Council meeting and questioned the comment regarding not being the only meeting held in regards to the Constitution uplift. Director Cawood advised that as no feedback was received from the community there was no need for further meetings. Mr Beech advised that the emails contained links which were difficult to navigate. Director Cawood advised that Mr Beech could have sought assistance from the MNSW Office. Director Cawood stated that the Board has done an incredible job in uplifting the Constitution and ample opportunity was provided for the community to provide feedback or comments.

Mrs Sheree Morris from Oakdale Junior Motorcycle Club questioned whether this is the new precedent for meetings going forward and whether Members still have a voice. Director Bowditch advised that Members do have a voice and that the concern Mrs Morris had previously raised on the clause relating to Life Member voting rights had been addressed, with changes made to the Constitution directly addressing her feedback.

Life Member Christine Tickner raised concerns surrounding the admission to membership clauses in the proposed Constitution with no minimum number of members required to form a club. Mrs Tickner stated that this could become an issue in regards to enabling 'rebel society' and questioned whether there was a provision for other clubs to be consulted in regards to future affiliations. The CEO advised that in remote communities it is difficult to form a club if there is a minimum number of members required and this also flows into the hardships of being able to grow the sport. The

Board is mindful of the affiliation process and not all affiliations will be guaranteed. Mrs Tickner stated that in her opinion there needs to be a minimum number of members for clubs and that the community should be consulted prior to affiliation. The Board and CEO expressed thanks to Mrs Tickner for her comments.

Mrs Tickner also raised the query surrounding the number of Directors and the terms they will hold at MNSW. Chairperson Gossling advised that the Australian Institute of Company Directors recommends three- three-year terms to ensure that there is rotation of the Chair and the Chair of the Committee's so that there is appropriate training – provided that the Directors are voted in. The Board confirmed that the terms of appointed and elected Directors will not interfere with Director rotation.

Mrs Morris queried the Fair Trading Act and advised that there is a minimum number of seven people required to be able to have an incorporated association. Mr Simon Merritt from Lander and Rogers advised that under Fair Trading the minimum number of people required is six and that under the proposed Constitution no number is stated due to the fact that laws change frequently. The purpose of the proposed Constitution is to not replicate other legislation but also not be in breach of legislation each time there is an update made. Director Bowditch advised that the Board have not replicated underlying legislation in the Constitution, as each time the legislation changes MNSW would need to hold an AGM to change the Constitution. Even if not directly stated, the Constitution must always align with State and Commonwealth Laws. Director Bowditch also stated that an action had previously been taken throughout this process to update the Club Affiliation Regulations to ensure there is sufficient consultation and transparency in this process.

Mr Matt Adamson from City of Penrith Motorcycle Club advised that he believes the General Council should be voting in Members and not the Board. Director Bowditch confirmed that the process and procedures of admitting members will include consultation with the General Council but ultimately it will be the Board's decision.

Mr David De Lapp from the Classic and Enthusiasts Motorcycle Club questioned the reason for limiting the number of Life Members to a number of ten. Director Bowditch advised that Life Members have a vote and this is the reason there is a cap on the numbers of Life Members. Life Members hold the highest honour but the clubs that form part of MNSW are the beating heart of the sport and should have their voices heard also. Mr De Lapp also questioned clause 8.5 and his concerns surrounding conformity. Mr Merritt explained that clubs remain as separate legal entities and will have their own club rules and retain their own discretion in relation to governance matters. Mr Merritt and Director Bowditch also confirmed that the interpretation of this clause is that clubs are required to align with the MNSW objects – that is, to promote the sport of motorcycling in a safe and fair manner.

Life Member Ron Kivovitch advised his personal opinion on the proposed Constitution being a good document. Mr Kivovitch requested clarification on clause 23.1 in the proposed Constitution

and it was confirmed that the Board must review and provide amendments to the Constitution. Mr Kivovitch believes this has been done and that now it is to be voted on and will require 75% of the membership to vote in favour of the proposed Constitution. Mr Kivovitch is disappointed in the queries being posed this evening and the lack of feedback received by the Board. Mr Kivovitch extended his thanks to the Board and to Lander and Rogers for their efforts thus far in the preparation of the proposed Constitution. The General Council has the opportunity to change the Constitution at any time. Mr Kivovitch moves for acceptance of the proposed Constitution. Life Member Bob McGlinchy seconded this motion.

Life Member Bob McGlinchy advised the General Council that he has been apart of MNSW since the 1970s and has witnessed many Constitutions being put through by MNSW. Mr McGlinchy advised that he admires the amount of work the Board has put in to working through this Constitution uplift and extended his thanks to Director Bowditch, the Board and Lander and Rogers. This has been worked on for at least six months and various opportunities for feedback was provided to the community. Mr McGlinchy recommends to the attendee's that they put forward a vote in favour of the proposed Constitution.

Chairperson Gossling advised that as there were no further comments that the process to vote online would be sent through in a few minutes time. Chairperson Gossling stated the following:

*As per the current MNSW Constitution, the requirements for a Special Resolution:*

*Special Resolution*

**12.2** *Any resolution required by this MNSW Constitution to be a special resolution must be carried by a majority of 75% or more as follows:*

**12.2.1** *In respect of meetings of the MNSW General Council a special resolution will be made by at least 75% of those eligible to vote, and attending the relevant meeting, voting in favour of the relevant motion.*

**12.2.2** *In respect of motions proposed by the MNSW Board by ballot to MNSW affiliated clubs, a special resolution will be made by 75% or more of the ballots returned being in favour of the relevant motion.*

Mr Beech queried whether the voting was by ballot or poll. Mr Merritt advised that this is irrelevant as under the Corporations Act MNSW must allow proxy voting for all general meetings. This is another reason why the current Constitution is being uplifted, as it does not align with the Corporations Act. In this instance, MNSW Board has determined they will follow the process outlined in the Act, which means we have to act outside of our own Constitution.

The CEO outlined the voting process and advised that it is time sensitive and for all voters to please ensure they are voting in the allocated time. How someone votes cannot be viewed and MNSW will only receive a tally. A receipt of the vote made can be downloaded by the voters only.

There was a brief break at 7:55pm to allow for the votes to be put through online.

Chairperson Gossling advised that unfortunately the Special Resolution will not pass as the votes came to 27 in favour of the Special Resolution, and 15 against the Special Resolution. To achieve the passing of the proposed Constitution 32 votes were required. The Board will be in touch in the coming weeks in regard to the next steps.

#### **4. Meeting Close**

Chairperson Gossling thanked everyone for their attendance and contribution to the meeting. The meeting was declared closed at 8:25pm.