

MOTORCYCLING NSW ANNUAL GENERAL MEETING

MINUTES

Date: Thursday 25 May, 2023 at 7:00pm

Location: Bankstown Sports Club and Online via Microsoft Teams

Attendees

Board

Darren Gossling (Chairperson)	Annaliese Cawood (Deputy Chair)	Chelsea Cheney (Director)
Madeleine Bowditch (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	City of Penrith Motorcycle Club	Classic and Enthusiasts MCC
Cessnock Motocross Club	Condo Auto Sports Club Inc	Dargle Valley Motorcycle Club
Enduro Sports Committee	Hastings Valley Motorcycle Club	Heaven VMX
Hornsby Junior Dirt Bike Club	Inverell Motorcycle Sports Club	Junior Trials Minicycle Club
Kurri Kurri Speedway Club	Lakes Motorcycle Club	Lower Mountains MCC
Macarthur MCC	Maitland District Motorcycle Club	Manly Warringah Motorcycle Club
Motocross Sports Committee	Northern Classic Vintage and Veteran MCC	Norton Owners Club NSW
North Coast Road Racers	NSW Supermoto Riders Club	Oyster Bay Motorcycle Club
Oakdale Junior Motorcycle Club	Panorama Motorcycle Club	Peel Valley Motorcycle Club
Post Classic Racing Association	St George Motorcycle Club	Trials Club Canberra
Vintage Trial Riders Club	Wagga Wagga Motorcycle Sports Club	Young Motorcycle Club
Wollongong MCC		

Guests

Daniel Rushworth – MNSW Staff	Ben Williams – MNSW Staff	Wendy Haddad – MNSW Staff
Simon Merritt – Landers & Rogers	Amy Zofrea – MNSW Staff	Karen Szczerbanik – MNSW Staff
Catherine Barbour – MNSW Staff	Shiv Ranjit – MNSW Staff	Mark Shaw - PROYOU Advisory
Jonathon Smith – PROYOU Advisory	Tim Austen – MNSW Member	Roy Chamberlain – MA
Hugh Howarth – MNSW Member	Garry Thomas – MNSW Member	Danial Beech – MNSW Member
Zara Griffin – MNSW Member	Chris Baker – MNSW Member	

Apologies

Syd Jackson (Life Member)	Jan Blizzard (Life Member)	Kate Peck (Director)
Ken Lindsay – The Post Classic Racing Association	Jarrold Moore – Lower Mountains Motorcycle Club	Andrew Shumack – Panorama Motorcycle Club
Dave Holdforth – The Vincent HRD Owners Club		

Items

1. Opening and Welcome by the Chair

Chairperson Gossling opened the meeting at 7.05pm with the acknowledgement of Country.

Chairperson Gossling welcomed the Life Members, Delegates, Directors, MNSW staff and the observers to the Annual General Meeting. The Chair announced that Director Peck and Director Cawood will be retiring at the conclusion of the AGM. Chairperson Gossling also welcomed Simon Merritt from Lander and Rogers and advised that Simon will be the scrutineer for the voting components of the AGM. It was advised that to vote on the ordinary resolutions there will be a show of hands of those in attendance with voting cards, with voting members online using the chat function in Microsoft Teams to vote 'in favour' or 'against'. The special resolution votes will be cast online via Election Runner, and this will be done during the meeting.

2. Apologies and Proxies

Director Peck and Life Members Jan Blizzard and Syd Jackson were noted as an apology. Ken Lindsay from the Post Classic Racing Association, Jarrold Moore from the Lower Mountains Motorcycle Club, Dave Holdforth from HRD Owners Club and Andrew Shumack from Panorama Motorcycle Club were also noted as apologies.

19 Proxies were received from the following eligible clubs and MNSW Life Members;

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|-----------------------------------|--------------------------|
| 1. Bombala Motocross Club | 18. Trials Club Canberra |
| 2. Central Coast Junior MCC | 19. Tumbaramba Motocross |
| 3. Cessnock Motorcycle Club | |
| 4. Condobolin Sports Prom | |
| 5. Cooma MX & Enduro Club | |
| 6. Eastern Suburbs MCC | |
| 7. Goulburn MCC | |
| 8. Griffith MSCS | |
| 9. Heaven VMX | |
| 10. Hunter Classics VMX Inc | |
| 11. Kurri Kurri Motorcycling Club | |
| 12. Life Member Syd Jackson | |
| 13. Life Member Jan Blizzard | |
| 14. Moree MCC | |
| 15. Motorcycle Racing Club NSW | |
| 16. Pacific Park Trials Club | |
| 17. Trial Riders Association | |

15 of these are held by the MNSW Chair, 6 have provided the Chair to vote as they see fit. The remaining 9 have provided their own voting.

3 of these proxies are held by Life Member Bob McGlinchy. 2 have provided to Bob to vote as he sees fit. The remaining 1 proxy has provided their voting.

1 proxy is held by Ben Blanchette and they have provided Ben with the opportunity to vote as he sees fit. *Ben Blanchette has not registered for the meeting.*

It was confirmed that the quorum requirements were met with 47 voting delegates in attendance and 18 proxies, totalling 65 votes.

3. Minutes from Previous AGM (25 May 2022)

Chairperson Gossling called for any comments on the previous minutes. There were no questions or comments. Chairperson Gossling requested that the voting delegates cast their votes on the ordinary resolution:

THAT the minutes of the Motorcycling NSW Limited AGM held on 25 May 2022 be approved.

The minutes of the Motorcycling NSW Limited AGM held on 25 May 2022 were approved.
Moved – Life Member Ron Kivovitch Seconded – Life Member Bob McGlinchy.

Following the show of hands for the votes, scrutineer Simon Merritt confirmed that the ordinary resolution was passed.

4. MNSW Audited 2022 Financial Statements

Director Cheney advised that the Board has been working to improve the financial reporting detail in line with best practice requirements. The financial reports contained in the reports show a greater level of detail. Key items to note are the improvement surrounding club loans which are coming back to schedule, and this is expected to continue to improve over the coming year. The abnormal expense surrounding the recapitalisation of MAIL (Motorcycling Australia Insurance Limited) is another key area to note, as the deficit was \$186k. MNSW has called for a review on the financial modelling in relation to recapitalisation. Had it not been for this recapitalisation expense, MNSW's financial result would have been a deficit of \$74k which is an improvement from the deficit from 2021 of \$170k.

Carlie Roberts from Baulkham Hills Junior Motorcycle Training Club queried the deficit from the last four years totalling \$1.2m and what the Board will be doing about this. Director Cheney advised that the recapitalisation contributed towards this amount. Without this recapitalization, the deficit would have been at the \$90k mark which is in line with budget projections. The budget for the next financial year is forecast to be neutral and possibly a small surplus.

Carlie Roberts from Baulkham Hills Junior Motorcycle Training Club queried the \$150k grant that MNSW received. Director Cheney advised that this grant was applied towards supporting the community. All grants received must be fully acquitted against the purpose for which the grant was given and therefore without the grant MNSW would not have been able to provide the additional support to the community.

Mark Donaldson from Vincent HRD Owners Club queried the insurance expenses and the drop in costs. Director Cheney advised that there has been a significant drop in costs in insurance as MA now runs centralised licencing and issuing of the licences. Mark Donaldson also queried the workers compensation claim mentioned in the financials and Director Cheney advised that this is not a matter that can be discussed due to an ongoing investigation.

Life Member Christine Tickner queried the contract labour on page 15 of the financials and Director Cheney advised that this included consultancy fees for legal, accounts, investigations and Club Zone development.

Carlie Roberts from Baulkham Hills Junior Motorcycle Training Club queried the increase in \$170k related to key management personnel. Director Cheney advised that during covid MNSW did not have a CEO and a Senior Manager at the time took a period of maternity leave. This \$170k increase is partly due to now having an appointed CEO and now paying full salaries for staff.

Sheree Morris from Dargle Valley Motorcycle Club queried whether it would be possible to obtain an in-depth breakdown on the financial reporting. Director Cheney advised that this can be done via an appointment with the CEO at the MNSW office during business hours.

Life Member Christine Tickner spoke to the Motorcycling Alliance and commented on the \$200k profit, stating that the alliance should receive more recognition going forward. This was noted by the Board.

Greg Harris from Hastings Valley Motorcycle Club queried page 15 of the financials pertaining to other expenses. Director Cheney advised that this related to staff expenses such as the telephones, amenities, staff supplies and operating expenses.

Chairperson Gossling requested that the financial reports be moved and seconded.

Moved – Life Member Bob McGlinchy

Seconded – Mark Donaldson from Vincent HRD Owners Club.

5. 2022 MNSW Annual Report

Chairperson Gossling extended his thanks to the MNSW Staff, CEO, Board, volunteers and partners for their work throughout the last year. The Board achieved a big reform process which is continuing, with the aim of bringing the governance of Motorcycling NSW in line with best

practice. The key focus moving forward is the strategic plan and helping to support, grow and develop the motorcycling sport within NSW and supporting where possible across Australia.

The CEO extended his thanks to the community on the warm welcome he has received thus far. Working with the Board to make significant positive changes has been a highlight since beginning with MNSW. The CEO also extended his thanks to the MNSW team who are very engaging with the community and keen to be involved. The CEO spoke to the volunteers who continually assist at events and extended his appreciation for their commitment and support to the sport. The Board has achieved a tremendous amount in the last year and it has been a pleasure to be part of the process that has taken place in regard to reform and policies.

6. Appoint Auditor for 2023 Financial Year

Chairperson Gossling requested that the voting delegates cast their vote on the ordinary resolution:

THAT Proyou Advisory be appointed as Auditor of Motorcycling NSW Limited for the 2023 financial year.

Moved – Life Member Ron Kivovitch Seconded – Martin Pryke Oyster Bay Motorcycle Club.

Following the show of hands for the votes, scrutineer Simon Merritt confirmed that the ordinary resolution was passed.

7. Election of Elected Directors

Chairperson Gossling advised that Mr Tim Austen was nominated under the Constitution.

Chairperson Gossling advised of the requirements surrounding Directors and Elections and called for any nominations of Directors from the community.

Life Member Ron Kivovitch nominated Hugh Howarth to be a Director of MNSW. Mr Kivovitch advised that Mr Howarth is a qualified accountant and holds leadership positions in property development, project management, strategic business and financial management. Mr Howarth accepted the nomination and extended his thanks to Ron Kivovitch.

Chairperson Gossling advised that Mr Howarth is now elected as a Director to MNSW and extended his congratulations.

8. Affiliation Fees for 2024

Director Cheney advised that there will be no increase or change to the affiliation fees for 2024. The Board acknowledges that some clubs are still suffering the effects of Covid with having a great impact on return to numbers in the sport and also the ability to get their facilities running smoothly again.

9. Life Member Nominations

Chairperson Gossling advised that there are two life member nominations, Garry Thomas and Chris Baker.

Chairperson Gossling requested Narelle Rankin from North Coast Road Racers provide a brief summation on the nomination of Garry Thomas.

Ms Rankin advised that Garry has been a contributor to the sport throughout many avenues and has trained and overseen many important officials to our sport and a mentor and inspiration to all.

Chairperson Gossling advised that this is a special resolution and will require 75% of votes:

THAT Garry Thomas be elected as a Life Member of Motorcycling NSW Limited.

Moved – Narelle Rankin North Coast Road Racers Seconded – Life Member Bob McGlinchy

Life Member David Elliott advised that he is pleased to support this nomination and has known Mr Thomas for many years.

Chairperson Gossling advised that Chris Baker has been nominated by Michael Rooke from St George Motorcycle Club. Mr Rooke briefly provided a summation of the nomination provided, advising that Mr Baker has been in the St George Motorcycle Club for 16 years and holds many honour badges.

Chairperson Gossling advises that this is a special resolution and will require 75% of votes:

THAT Chris Baker be elected as a Life Member of Motorcycling NSW Limited.

Moved – Michael Rooke St George Motorcycle Club Seconded – Life Member Bob McGlinchy

Following the votes being cast via Election Runner, scrutineer Simon Merritt advised that this special resolution was passed.

Chairperson Gossling extended his congratulations to Mr Thomas and Mr Baker on becoming Life Members of MNSW.

10. Notices of Motion

Director Bowditch extended her thanks to the community for the feedback and assistance received in regard to the Constitution uplift. Director Bowditch explained that under the current Constitution, the MNSW Board is required to review the Constitution annually and if necessary or desirable, propose amendments that will enhance the achievement of the MNSW objectives in accordance with the MNSW principles. Director Bowditch explained the process for uplifting the

Constitution, including multiple rounds of community feedback, and noted that no further feedback of comments were received during the final round of consultation in April. As this is a special resolution it will require 75% of votes to pass. The following Notice of Motion was advised:

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 Annual General Meeting.

Moved – Life Member Ron Kivovitch

Seconded – Life Member Bob McGlinchy

Life Member Ron Kivovitch spoke in favour of the motion and advised that this has been an interesting journey with poor response from delegates. Director Bowditch has asked for feedback and comments surrounding the Constitution many times and has also held multiple sessions dedicated to the Constitution uplift. Mr Kivovitch extends his thanks to Director Bowditch for her efforts in this process.

Life Member Bob McGlinchy advised that he has witnessed many Constitutions whilst an MNSW Member and believes this version to be the best there has been and hopes that the votes are in favour of the new Constitution.

Following the votes being cast via Election Runner, Scrutineer Simon Merritt advised that this special resolution was passed.

Following queries from the community, Mr Merritt advised that the votes were 53 for the new Constitution and 4 against.

11. Meeting Close

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