



**Minutes**  
of the  
**Meeting of the AusCycling (AC) Resumption of the Adjourned 2021 Annual General Meeting (AGM)**  
**Saturday 30<sup>th</sup> April – 1.30pm (AEST)**  
via  
**Lumi Platform (Virtual Meeting)**

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**1. OPENING AND ATTENDANCE**

Attendees were welcomed to the meeting at 1.30pm, noting that a quorum was required before the meeting could be officially opened.

Mr Bingham formally welcomed all attendees and opened the meeting at 1.41pm, noting a quorum had been reached.

The attendance list is attached as **Appendix A**.

Mr Bingham provided an Acknowledgement of Country and highlighted the following:

- The AC Board members that were in attendance.
- Housekeeping matters in relation to the Lumi platform including how to ask questions and vote using the online platform.
- That AC had appointed an independent scrutineer, David Howman who was in attendance today.

**2. APPOINTMENT OF AUDITOR**

Simon Merritt from Lander & Rogers confirmed AC had sought advice on the validity of the adjourned 2021 AGM and appointment of auditor resolution. Simon confirmed that AC has complied with its obligations under the Corporations Act, as the requirement for the members to appoint an auditor applies to the first AGM of the company, and the resumed meeting at which the resolution will be put is a continuation of the first AGM. AC has also held its first AGM within 18 months of registration, as the initial meeting was lawfully adjourned and the resumption of an adjourned general meeting is taken to be a continuous meeting, meaning the date of the 2021 AGM is the original date, resulting in AC having held its first AGM within the required 18 month period.

Mr Bingham proposed the Motion to appoint AC's auditor as follows:

**RESOLUTION:** *That for the purposes of section 327B(1)(a) of the Corporations Act 2001 (Cth) and for all other purposes, PKF having consented in writing to act as auditors of AC, be appointed as auditor of AC.* Mr Bingham opened the voting process and paused the meeting while this took place.

Mr Howman announced the following in relation to the result:

- 612 total votes cast.
- 590 votes **FOR** the motion
- 1 vote **AGAINST** the motion
- 21 votes were **ABSTENSIONS**
- 96.41% in favour, and declared the motion carried.

**RESOLUTION RESULT:** The motion passed.

### 3. NOTICE OF MOTIONS: SPECIAL RESOLUTIONS

Background information on the special resolution was provided in the meeting papers. Martyn Hughes from Southern Masters Cycling Club (SMCC) joined the meeting to provide context and background information in relation to the special resolution proposed on behalf of SMCC. Mr Hughes highlighted the following:

- SMCC have been concerned about annual licenses being a significant financial hurdle, particularly for people who do not race frequently.
- SMCC would like AusCycling to look at providing other options such as monthly subscriptions as opposed to annual subscriptions.
- In relation to Clause 9.1 in the AC constitution, SMCC raised the issue, to facilitate a discussion as to whether there would be any impediment to providing other licensing types and was told that this wasn't a problem. SMCC lawyers believed the reference to "annual" would mean that AusCycling was in breach of its Constitution if it were to offer anything other than annual membership fee.
- SMCC would like the Constitution amended to remove the word 'annual' from clause 9.1.

Ms Fechner highlighted the following:

- AC sought legal advice, which confirmed there is no impediment to AusCycling offering different types of membership, in particular those shorter than annual.
- Potential member or current members that race infrequently could take out a lifestyle members and then purchase day licenses.
- There will be a full membership review in 2022.
- The issues raised by SMCC would be better managed with a by-law.
- AC is recommending that we do not support the motion, and will commit to developing a membership by-laws within the next three months.

Mr Hughes highlighted the following:

- SMCC have received contrary legal advice.
- Discussion took place with AC prior to the adjourned 2021 AGM in relation to the creation of the by-law and were in support of this and expected this to be completed by March 2022.
- Ms Fechner noted that By-Law hadn't been developed as AusCycling was dealing with the by-laws in the context of a decision on this motion, which had been delayed due to no quorum at the November meeting.

Mr Bingham proposed the special resolution, noting that the Motion would be split into two parts and opened the vote for part 1:

**RESOLUTION PART 1:** *That the AC Constitution is amended as follows:*

1. *Remove the word 'annual' from clause 9.1 (a) (ii).*

Mr Howman announced the following in relation to the result:

- 641 votes total votes cast.
- 222 votes received **FOR** the motion
- 344 votes **AGAINST**
- 75 votes **ABSTAINED**
- With the motion requiring 75% in favour to pass, the motion failed.

**RESOLUTION PART 1 RESULT:** The motion did not pass.

Mr Bingham welcomed Mr Hughes to speak to part two of the resolution. Mr Hughes highlighted the following:

- Prior to the adjourned November AGM, many members were disappointed that other sporting organisations had made concessions to members during the COVID-19 Pandemic and that AusCycling had not. Beyond this, a number of members were disenchanted that they wouldn't renew out of principle. SMCC were concerned about this and raised it with AusCycling.
- SMCC suggested a goodwill gesture for renewing members for people who had been impacted. This suggestion was not implemented by AusCycling.
- SMCC was not satisfied with AusCycling's response and decided to raise the matter at the AGM.

Ms Fechner responded with the following:

- The suggestions put forward were impractical in terms of implementation and specific to a certain State.
- It was acknowledged that SMCC were not satisfied with AusCycling's response to their suggestions, however with respect to the motion being presented to the meeting, AusCycling is of the view that it will be impossible to implement as "loss of enjoyment" can not be tangibly measured and is individual in its nature.
- This is not to diminish the fact that we want our members to value being part of the AusCycling ecosystem. And is why AusCycling has committed to undertaking a review of the member our value proposition and restructuring the membership offering.
- AusCycling does not recommend that this motion is supported.

Mr Bingham opened the voting platform for part 2 of the resolution, as outlined below. The meeting paused for the vote count.

**RESOLUTION PART 2:**

2. *With commensurate renumbering of subsequent clauses, insert a new clause 9.1 (b)*

*When determining the payment method and the due dates for payment of membership fees,*

*subscription fees and any other amount to be paid by members renewing a license who have in the previous membership period been affected by relevant State or Federal Government directions restricting the enjoyment of those licenses, a discount commensurate with that loss of enjoyment shall be applied.*

3. *Each Member must pay to the Company the amounts determined under this clause 9 in accordance with clause 9.1(a)(iv).*

Mr Howman announced the following:

- 661 votes cast
- 130 **FOR** the motion
- 491 **AGAINST** the motion
- 40 **ABSTENIONS** from voting
- With the motion requiring 75% in favour, the motion failed.

**RESOLUTION PART 2 RESULT:** the motion did not pass.

With no further business, Mr Bingham closed the meeting at 2.32pm and noted that the 2022 Annual General Meeting would open shortly on the same meeting platform.

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**Craig Bingham**  
CHAIR

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**DATE**

# Appendix A

## AusCycling Adjourned 2021 Annual General Meeting

### 30<sup>th</sup> April 2022

### Attendance List

#### AUSCYCLING BOARD & BOARD SUB-COMMITTEE CHAIRS

Name	Position
Craig Bingham	Chairman
Lee Brentzell	Deputy Chair
Darren Alomes	Deputy Chair
Brian Gallagher	Director
Rob Nelson	Director / National Advisory Council Chair
Anne Gripper	Director / Ethics and Integrity Committee Chair
Jenni McLeod	Director
Katrina Cowan	Director
Ruth McColl	Director
Chris Miller	Finance, Audit & Risk Committee Chair

#### AUSCYCLING EXECUTIVE LEADERSHIP TEAM

Name	Position
Marne Fechner	Chief Executive Officer
John McDonough	Chief Financial Officer and Company Secretary
Ag Giramondo	EGM – Commercial, Clubs and Community
Nick Hannan	EGM – Government Strategy
Kipp Kaufmann	EGM – Sport
Georgia Pace	Executive Assistant – Minutes

#### AUSCYCLING MEMBER CLUBS – REGISTERED VOTING CLUB DELEGATES

Club	Registered Voting Delegate
Adelaide Hills Cycling Club	Don Clifton
Adelaide Mountain Bike Club	Jason Moore
Albury-Wodonga Cycling Club	Alan Luckie
Alice Springs Cycling Club	Clive Hickey
Alpine Cycling Club	Peter Berlowitz
AusCycling Chair	Craig Bingham
Ballarat / Sebastopol Cycling Club	Hugo Tolliday
Balmoral Cycle Club	Sean Walsh
Barkly BMX Club	Anthony Pickel
Bathurst Cycling Club	David Hyland
Beaudesert Cycling Club	Andrew Lindsey
Beechworth Chain Gang	Lynn Frerichs
Beenleigh BMX Club	Phillip John Tolmie
BMX South Queensland Inc.	Darryl Stewart
Brisbane Cycling Club	Giuseppe Ferretti de Luca

**AUSCYCLING MEMBER CLUBS – REGISTERED VOTING CLUB DELEGATES**

<b>Club</b>	<b>Registered Voting Delegate</b>
Brunswick Cycling Club	Tony Maughan
Bunbury BMX Club	Carla Jarvis
Bundaberg Cycling Club	Wayne Moreen
Busselton Cycle Club	Jane Spurgeon
Byford BMX Club	Daniel Lander
Caboolture and Districts BMX Club	Shaun Batty
Cairns BMX Club Inc	Weng Nish
Canberra BMX Club	Annino Vaccarella
Canberra Cycling Club	Tristan Dimmock
Canberra Off-Road Cyclists	Matthew Battye
Carnegie Caulfield Cycling Club	Robin Donohue
Castle Hill BMX Club	Euan Rowlands
Centennial Park Cycling Club Incorporated	Geoffrey Nash
Central Coast Cycling Club	Phil Campbell
Central Queensland Veterans Cyclismo	Damian Harris
Cheeky Riders	Kimmy Taranto
Chelsea & Peninsula Cycling Club	Geoffrey O'Loughlen
Clarence Valley BMX Club	Carlie Bullen
Cobram Barooga Cycling Club	Martyn Hughes
Coburg Cycling Club	Perry Cummings
Coffs Coast BMX Club	Heath Calder
Coffs Harbour Cycle Club	Jonathan Gould
Cooloola BMX Club	Donna Bryant
Coral Isle Cyclists	Trixie James
Cross Keys BMX Club	Nick Petz
Darwin Cycling Club	Charles Webb
Darwin Off-Road Cyclists	Keogh Conboy
Dubbo Cycle Club Inc	Ben O'Brien
Dubbo Mountain Bike Club	Jason Billsborough
Eastern Cycling Club	Peter Mackie
Eastern Goldfields BMX Club	Alex Longworth
Eastern Goldfields Cycle Club	Renny Leo
Eastern Suburbs Cycling Club	Stuart McDougall
Echuca/Moama Cycling Club	Matthew Dobeli
Eureka Cycling Club Inc.	Stuart Brien
Geelong BMX Club	Samantha Copland
Geelong Mountain Bike Club	Alan Flaherty
Gold Coast Cycling Club	Tim Hutch
Hamilton Wheelers Cycling Club	Wayne Wilson
Happy Valley BMX Club	Scott Rouvray
Harbour City BMX Club	Kevin Minter
Hawthorn Cycling Club	Michael Dunn
Illawarra Cycle Club	Terence Wall
Ipswich and West Moreton BMX Club	Karley Bryce
Ipswich Cycling Club	Michelle Snodgrass
Italo Australian Cycling Club	Gino Carmelli

**AUSCYCLING MEMBER CLUBS – REGISTERED VOTING CLUB DELEGATES**

<b>Club</b>	<b>Registered Voting Delegate</b>
Jingili BMX Club	Jacqui Dobson
Kangaroo Point Cycling Club	Betty Bathersby
Kilkenny Cycling Club	Kylie Mazzone
Knox BMX Club	Troy Tormay
Lane Covelo	Peter Mayall
Lidcombe-Auburn Cycle Club	David Harvie
Lifecycle Cycling Club	Lachlan Gray
Lilydale BMX Club	Belinda O’Grady
Macarthur BMX Club	Fred Furner
Mackay and District BMX Club Inc	Brett Wilson
Maitland Tenambit BMX Club	Melissa Ott
Manly Warringah Cycling Club	Grant Kepler
Mildura-Coomealla Cycling Club	Tom Athorn
Mountain Bike Wagga Inc	David Reid
Mudgee Cycle Club	David van Schaik
Murraylands Cycling Club Inc.	Doug Issell
Murwillumbah Cycle Club	Brad Perry
Nambucca Valley Cycle Club	Alison Pope
North Western Sydney Cycling Club	Jeffrey Taggart
Northern Cycling Incorporated	Tony Gherxi
Norwood Cycling Club	Frank Smith
Nowra Velo Club Inc.	Douglas Holland
Outlook Riders Alliance Inc.	Allie Smith
Parklife Cycling Club	Ben Thompson
Parramatta Cycling Club	Paul McDonald
Penrith BMX Club	Christopher Page
Penrith Cycling Club	Brian Bonham
Pine Rivers BMX Club	Mark Vaughan
Port Adelaide Cycling Club	Paula Hollamby
Preston Cycling Club	Angelo Sirianni
Randwick Botany Cycling Club Inc.	Shane Mattiske
RATS Cycling Club Inc	Lonnie Toia
Red Centre BMX Club	Brad Bellette
Rockhampton Cycling Club	Peter Buchanan
Rockhampton Mountain Bike Club Inc.	Jake Keleher
Rockingham BMX Club	Mitchell Callaughan
Roues Chaudes Cycling Club Inc	Daniel O’Donoghue
Sarina & District BMX Club	Amanda Vincent
Satellite City BMX Club	Ashley Johns
Skinny Lattes Cycling Club	Felicity Laing
Southern Masters Cycling Club	Martyn Hughes
Southlake / Illawarra BMX Club	Marcos Baez
St George Cycling Club	Jeffrey Barrett
St Kilda Cycling Club	Alison Raaymakers
Sunbury BMX Club	Russell Hocking
Sunshine Coast Cycling Club	John Bidwell

## AUSCYCLING MEMBER CLUBS – REGISTERED VOTING CLUB DELEGATES

Club	Registered Voting Delegate
Sydney BMX Club	Adrian Topping
Sydney North Off Road Club Inc	Daniel Smith
Sydney University Velo Club	Nicholas Mart
Tamar Bicycle Users Group	Rafael Molina
The Cove BMX Club	Sam Cattonar
University of Queensland Cycling Club	Luke Chippindale
Vikings Cycling Club	Michael Buerger
Wagga Wagga Cycling Club	Fiona Fahy
Wanneroo BMX Club	John Bennetts
Waratah Masters Cycling Club Inc.	Christopher McGuigan
Warragul Cycling Club	Karin Jones
Warrnambool BMX Club	Susan Vincent
Western Sydney BMX Club	Neil Cameron
Western Sydney Mountain Bike Club Inc	Matt Padula
Westside BMX Club	Faye Ratajczak
Westside Cycle Club	Matthew Rodd
Woorree Park BMX Club	Fleur Bishop
X-Speed Australia Cycle Club	Gregory Dohler
Yamba Cycling Club	Andrew Ford

## AUSCYCLING MEMBER CLUBS – PROXY LIST

Club	Vote Preference	Specific Person	Voting Direction
Ballarat / Sebastopol Cycling Club	Nominate a specific person	Hugo, Tolliday	As they see fit
Bathurst BMX Club	Nominate a specific person	Phillip, Martin	Specifically
Bendigo BMX Club	In favour of the Chairperson		As they see fit
Cobram Barooga Cycling Club	Nominate a specific person	Martyn, Hughes	As they see fit
Colac Veterans Cycling Club	In favour of the Chairperson		As they see fit
Fat Tyre Flyers	In favour of the Chairperson		As they see fit
FRA - Power On	In favour of the Chairperson		As they see fit
Geraldton MTB Club Incorporated	In favour of the Chairperson		As they see fit
Gippsland MTB Inc.	In favour of the Chairperson		As they see fit
Griffith Cycle Club	In favour of the Chairperson		As they see fit
Mersey Valley Devonport Cycling Club	In favour of the Chairperson		Specifically
Orange Mountain Bike Club	In favour of the Chairperson		As they see fit
Peel Districts Mountain Bike Club Inc	In favour of the Chairperson		As they see fit
Port Adelaide Cycling Club	Nominate a specific person	Paula, Hollamby	As they see fit
Snowy Mountains BMX Club Inc	In favour of the Chairperson		As they see fit
South Coast Cycling Club	In favour of the Chairperson		As they see fit
Townsville Rockwheelers	In favour of the Chairperson		As they see fit



## GUESTS

Name	Position
David Howman	Scrutineer
Camden Young	Lumi Tech Team
Simon Merritt	Lander & Rogers