

2024 AGM NOTICE OF MEETING & AGENDA



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2024 AusCycling Annual General Meeting Annual General Meeting – Saturday 11th May

Briefing Paper

Overview

As per the notice of Annual General Meeting (AGM), AusCycling will hold its AGM on Saturday 11th May 2024 at 1.00pm (AEST). The AGM will be held virtually, on the Lumi Platform which has been the system used for all previous AC AGMs.

Registration

The link to register your club voting delegate to attend the AGM will be issued via a separate email later today, 18 April.

Please register **ONE** voting club delegate to attend. You may register a second club delegate as a non-voting delegate in accordance with the information below.

If a representative from your Club is unable to attend the meeting, we ask that you nominate a proxy. Your club can nominate a proxy using the registration form.

Lumi Platform

Given the geographic diversity of the club network, AusCycling will continue to use technology platforms to deliver our AGM's.

We'll continue to review and evaluate our systems annually, to ensure the process is as smooth as possible for members.

Annual Report

The 2023 AusCycling Annual Report will be available on the AusCycling website by **Friday 26th April 2024**. The Directors Report and Financial Statements are included in the meeting papers issued to Clubs today.

Life Membership and Meritorious Medals

No Life Membership nominations received during the nomination process, met the Life Membership requirements. Meritorious Medal recipients will be announced and acknowledged at the AGM.

Further Information

The AusCycling AGM webpage will be a consistent source of the most up to date information in relation to the AGM <https://www.auscycling.org.au/page/about/agm>

We will keep a live FAQ document on the website. If you have any additional questions, please do not hesitate to contact agm@auscycling.org.au



FAQs

Why is AC not holding AGMs in person?

Given the geographic diversity of our Member Club network, it is not feasible to hold the AGM in one physical location and expect members to travel. Holding our AGM virtually is the most efficient way to conduct these meetings.

I have registered my voting club delegate for the AGM, can another club delegate attend the meeting too?

Only **ONE** registered voting club delegate will have access to join the meeting as a voting member. If a second non-voting delegate or other members of your club would like to attend, they will need to join the meeting as a **GUEST**. Anyone can join the AGM as a guest, noting that they will not have the ability to ask questions or debate during the meeting. The link to join as a guest will be circulated to all Individual Members by 9 May 2024 and will be available on the AusCycling AGM webpage.

How do I register my club voting delegate?

You can register your club voting delegate via the registration link that will be emailed directly to your registered club contacts on 18 April 2024. Only **ONE** club voting delegate can be registered, and the form can only be filled out once. If you have any issues with the form or registering your delegate, please contact agm@auscycling.org.au

I can't attend the AGM, will it be recorded?

Yes, the AGM will be recorded and available to watch following the meeting. If a representative from your Club is unable to attend the meeting, we encourage you to nominate a proxy, who can vote on behalf of your club.

How do I participate in the AGM on the day?

The link to join the AGM will be sent to you via email and it will also be available for access on the AusCycling AGM website on the day of the AGM. A full guide on how to access the AGM from your device will be released prior to the AGM and circulated for your information.

I am registered to attend the AGM as the voting delegate for our club, but I am no longer able to attend, what do I do?

Please email agm@auscycling.org.au immediately to advise who will be attending in your place. If you do not have anyone to attend in your place, please nominate a proxy instead.

Who do I contact if I have issues accessing the AGM on the day?

Please email agm@auscycling.org.au with any issues you may be having. There will be several staff responding to queries on the day to assist.



18 April 2024

To: AusCycling (AC) Member Clubs (being the Voting Members for this AGM)

cc: AC Life Members
AC Members
AC Board
AC Auditor
Oceania Cycling Confederation

Notice of AusCycling Limited (AC) 2024 Annual General Meeting

**Saturday 11th May 2024, 1PM (AEST)
Hosted via Videoconference**

Notice is hereby given that the Directors have convened AC's 2024 Annual General Meeting, which will be held on Saturday 11th May 2024. The 2024 Annual General Meeting will commence at 1.00pm (AEST) via videoconference. The videoconference details will be provided to attendees separately.

Attending and Voting as a Member Club

Your Member Club's right to vote at the AGM may be exercised by:

- (a) Appointing a person to attend and vote as the Member Club's Representative via videoconference; or
- (b) Appointing a proxy to attend and vote in your Member Club's place via videoconference.

Member Clubs will receive a separate email later today (18 April 2024) which will include a unique link. Member Clubs should use this link to register for the AGM and confirm the appointment of your Member Club Representative or proxy. The email will include registration instructions.

Neither a Member Club Representative or a proxy is required to be a member of AC and, if requested, a Member Club may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

The registration email to be sent later today will detail the process for registration of Member Club Representatives or proxies. If Member Clubs have any difficulty completing this process, a PDF version of the form to appoint a Member Club Representative or proxy is available on request and can be returned to AC via post or email (as a scanned attachment) to the addresses contained in the Instructions for Completion of Proxy Form accompanying this Notice. We do, however, encourage you to use the link that we send (to the extent possible) to help us manage this process efficiently.



AC requests that Member Clubs complete the appointment of your Member Club Representative or proxy by Monday 6th May 2024 and no later than 1pm AEST on Thursday 9th May 2024. Whilst AC can accept proxies up until 1pm AEST on Thursday 9th May 2024, it will assist with the organisation of the AGM if Member Clubs could confirm by Monday 6th May 2024.

Attending as a Member or Life Member

Individual Members and Life Members are entitled to receive notice of, attend and observe the meeting. Please note those Individual Members or Life Members that are not also a Member Club Representative or proxy, have no entitlement to vote or debate during the meeting.

Individual Members and Life Members will receive a separate email by Thursday 9th May, two days prior to the AGM with a link to join the meeting. The link will also be available on the AGM Webpage on Thursday 9th May.

The schedule in summary:

- AusCycling Member Clubs to complete registration to confirm the authorised voting Member Club Representative or proxy to attend the AGM by Monday 6th May 2024 (and no later than 1pm AEST on Thursday 9th May 2024).
- AusCycling Members and Life Members will receive a link to join the AGM as a guest by Thursday 9th May.
- Saturday 11th May – 2024 Annual General Meeting

Thank you for your attention to the above information.

Please contact agm@auscycling.org.au if you seek further details regarding the 2024 AC Annual General Meeting.

Kind regards

A handwritten signature in black ink, appearing to read 'Marne Fechner'.

Marne Fechner
Chief Executive Officer



2024 Annual General Meeting
1PM (AEST) – Saturday 11 May 2024
Via Videoconference

Agenda

1. OPENING

1.1 Attendance

1.2 Apologies and Proxies

2. MINUTES

2.1 Confirmation of minutes of 2023 AGM

Resolution: To confirm the minutes of the 2023 Annual General Meeting

3. AUSCYCLING CHAIR WELCOME AND ADDRESS

4. 2023 DIRECTOR'S REPORT, ANNUAL FINANCIAL STATEMENTS AND AUDITOR'S REPORT

5. ELECTION OF ELECTED DIRECTORS

5.1 Nominations Committee Report

5.2 Director Election Procedure Guide

5.3 Nomination Documents

5.4 Election of two (2) Elected Directors

6. SPECIAL BUSINESS

To consider and if thought fit pass the following as Special Resolutions:

6.1 THAT the AusCycling Limited Constitution be amended as marked up in Annexure A to this Notice of Annual General Meeting.

7. GENERAL BUSINESS

7.1 Meritorious Medal Recipients

CLOSE



Agenda Annexure A – Constitution Change Briefing Paper and Marked Up Constitution

AUSCYCLING 2024 Annual General Meeting Proposed Constitution Change Briefing Paper

Resolution

THAT the AusCycling Limited Constitution be amended as marked up in Annexure A to this Notice of Annual General Meeting.

Overview of Changes

Clause	Change	Rationale
Definitions	Director - Delete 'the NAC and the First Directors'.	The third and final AGM of the Company in accordance with the Constitution Transition clauses was held in 2023. Transition is now complete. NAC Director moved to Clause 13.1 and 13.11.
Definitions	First Director	The third and final AGM of the Company in accordance with the Constitution Transition clauses was held in 2023. Transition is now complete.
Definitions	FAR Committee means the finance, audit, and risk Committee (however named) established by the Directors under clause 19.4	To meet Australian Sports Commission Governance Standard 6.1 the FAR Committee must be enshrined in the Constitution.
Objects (o) encourage and promote performance-enhancing drug free competition.	Prevent and address threats to sport integrity in cycling with a view to: a. achieving fair and honest sporting performances and outcomes; and b. promoting positive conduct by athletes, administrators, officials, supporters, and other stakeholders, on and off the sporting arena; and c. achieving a safe, fair and inclusive sporting environment at all levels of cycling; and enhancing the reputation and standing of cycling competitions and of cycling overall.	Broaden the clause beyond performance-enhancing drug free to include integrity and ethical clauses. Link with clause (h). Demonstrates the commitment to safeguarding the sport from integrity issues.



Objects	Add 'Paralympics Australia' and change Australian Commonwealth Games Committee' to 'Commonwealth Games Australia'	Update required to names.
Clause 13.1(b)	Subject to clause 13.1(a), not more than: (i) six Directors are to be elected by the Members (Elected Directors); and (ii) four Directors are to be appointed under clause 13.9 Delete 13.1(b)(iii) a single Director is to hold office under clause 13.11.	At the completion of the Transition period, clauses relating to the NAC Director, who is appointed by the Board, have been moved to ensure that the NAC Director is appointed under the same terms as other Appointed Directors. This also clarifies that AusCycling meets the ASC Governance Standard 4.6.
13.2	First Elected Directors – all clauses deleted.	The third and final AGM of the Company as part of Constitution Transition clauses was held in 2023. Transition is now complete, and all clauses can be deleted.
13.3 (b)	Add 'The Nominations Committee will be co-chaired by a Director and a non-Directors as appointed by the Directors.	To meet ASC Governance standard 13.4 by the appointment of an Independent and retaining an AC Director as a Co-Chair.
13.6 (d)	Add 'Two Elected Directors must retire from office at each AGM.	To ensure rotation of Directors across a three-year period following removal of completed Transition Clauses.
13.9 (a)	Add 'and subject to clause' 13.9.	To reflect inclusion of NAC Chair in Appointed Directors clauses.
13.9 (e)	Add 'the chair of the National Advisory Council must at all times be appointed by the Directors from among the Appointed Directors.'	The Board currently appoints the NAC Chair; however, the Constitution has been silent on this. Clarifies that the NAC Chair is an Appointed Director.
13.13 (h)	Delete	Moves all clauses relating to the NAC Chair to the Appointed Director clauses ensuring the NAC Chair is appointed under the same terms as other Appointed Directors.
19.4	FAR Committee	Refer to definitions. To enshrine the FAR Committee in the Constitution.
20.	National Advisory Committees	Updating clauses relating to the NAC establishment and powers. Removing clauses relating to the SACs (see rationale for changes below).
27.	Transitional Arrangements including Schedule 1 – First Elected Directors	Removal of all Transitional Clauses following completion of the transitional period following the 2023 AGM.



Rationale for Changes

State Advisory Councils

AusCycling is proposing changes to the governance arrangements that support the Board and Executive Team to ensure they remain effective and appropriate in supporting Clubs and delivering on Horizon 2 of our United 2032 strategy. As part of this approach, we are proposing to wind up the State Advisory Councils (SACs).

This change will free up resources to focus on other ways for AusCycling to engage with clubs and members and access technical assistance from experts in our community.

AusCycling has undertaken a review of all Board Committees in the past 6 months. The review conducted in late 2023 identified several consistent issues with the operation of the SACs. Many SAC members remain unclear on their role or how that role should translate into practical action from them. This situation may be due to several factors, including:

- The SACs have only **general advisory responsibilities** and, unlike a traditional SSO board, SACs are **not actively involved in making decisions** on operational delivery. This contrasts with other Board committees with specific responsibilities that feed directly into the work of the Board.
- The **progress of unification and adoption of a unitary governance structure means there is no separate state-level decision-making**. In this context, some SAC members have felt their advisory role is not meaningful, nor that their advice has **led to immediate action or change**.
- **Specialist advisory and working groups** have been established and are contributing to the AusCycling's Board and management team on specific strategic and operational issues. For example, the Insurance Working Group, the Transgender Working Group, and the Traffic Management Working Group have been established to advise on specific issues.
- It has been **challenging to attract and retain SAC members**.

There were a range of options presented for discussion at the AusCycling Board with prior input from the NAC, including:

- Continue with the existing operations of the SACs. Noting the need to address the issues of role clarity, resourcing, and membership.
- Discontinue the operation of the SACs and focus on the operation of the NAC with a major focus on AusCycling clubs.
- Engage issue-specific working groups that allow experts to collaborate and assist AusCycling with technical advice.
- Continue enhancement of our club engagement program with State Operations Managers contributing more time to direct contact with clubs in their states and territories.

The consistent feedback in all discussion was:

- The SACs have played an important and valued role in supporting and enabling the transition to AusCycling. That said, this is now less relevant as the unified body is well established.
- Board Committees should support the operations of the Board and the organisation.



- Consensus support for (B) - the discontinuation of SACs and continuation of NAC, **with** the establishment of issue specific workgroups (C) **and** the continued enhancement of the club engagement program (D).
- There are several examples where workgroups are supporting either the Board or management to tackle critical issues facing the organisation, some further examples include the I&D Advisory Workgroup and Medical workgroup.
- There are many great people involved in SACs that could continue to support the issues AusCycling is facing.

Further Information

The AusCycling AGM webpage will be a consistent source of the most up to date information in relation to the AGM <https://www.auscycling.org.au/page/about/agm>

We will keep a live FAQ document on the website. If you have any additional questions, please do not hesitate to contact agm@auscycling.org.au

FAQs

What is happening and why?

Removal of Transition Arrangement Terms

The Transition Arrangement clauses were prepared by Lander & Rogers in 2020 to ensure a seamless period of transition from the board composition in 2020 to the proposed (current) board composition which is elected by the member clubs.

The transition to an elected (6) and appointed (4) board is complete and from 2024 the terms of two elected directors end at each AGM. They may be eligible to renominate if they have not completed the maximum number of terms/years. The transition clauses are no longer required.

Appointment of the National Advisory Council Chair

The process around the appointment of the National Advisory Council Chair will not change. They will continue to be appointed by the Board and be selected based on criteria that include a strong understanding and experience of cycling and a connection with clubs and membership. Clauses relating to the NAC Chair have been amalgamated with clauses relating to the other Appointed Directors so that the terms of both are consistent.

State Advisory Councils

AusCycling is proposing changes to the governance arrangements that support the Board and Executive Team to ensure they remain effective and appropriate to support the issues facing clubs and delivering on Horizon 2 of our United 2032 strategy. As part of this approach, we are proposing to wind up the State Advisory Councils (SACs).

This change will free up resources to focus on other ways for AusCycling to engage with clubs and members, access technical assistance from experts in our community, and support the United 2032 strategy.



If we don't have a SAC, how will AusCycling be able to respond to state / territory issues?

AusCycling continues to closely focus on the needs of our clubs and members in different parts of Australia, as well as the issues that affect us all.

The National Advisory Council (NAC) will continue to advise the Board and Executive Team on the implementation of the United 2032 strategy and provide perspectives from different states and territories. The NAC will continue to have members from each state and territory and members with experience in each discipline. We will consider adding to the membership to ensure we have the right diversity.

AusCycling has a presence in every state and territory and staff are available to support club engagement as part of our core operations.

How will AusCycling get advice on the impact of its strategy on clubs and members?

In addition to the NAC, AusCycling will continue to operate its Club Engagement Program, with regular club forums, email communication and 1:1 communication with clubs and members. We will also continue to conduct and report on the annual Club Satisfaction Survey.

AusCycling has recently established the Clubs and Community Enhancement pillar, which is being led by Nikki Horton. Nikki is supported by our Head of Club and Workforce Development Matt Bulkeley, and Club Support and Development Coordinator Georgie Miles.

AusCycling's State Operations Managers, supported by the Executive Team, will continue to be the first point of contact for clubs in their state or territory. As we approach the end of Horizon 1 of the United 2032 strategy, State Operations Managers have re-doubled their efforts in engaging with our club network and will continue to explore new ways of engaging with clubs.

How will AusCycling approach technical and specific issues?

Our experience over the past three years has shown that the best option for addressing technical issues is to convene a group of dedicated people to that specific task, with the necessary skills and experience.

The AusCycling Board already has a range of formal committees that are delegated authority to manage areas of the business and have members with relevant skills and experience. These Board committees consist of a majority number of independents. These are:

- National Advisory Council
- Finance, Audit and Risk Committee
- Nomination Committee
- High-Performance Committee (athlete & technical)
- Ethics and Integrity Committee
- History and Heritage Committee

To bolster these committees, AusCycling has launched several advisory / working groups that provide technical advice and assistance in a more flexible and responsive arrangement. These include:

- Risk and Insurance Working Group
- Medical Advisory Working Group
- Transgender Policy Working Group
- Traffic Management Working Group
- MTB Trails Working Group
- Technical Committee
- Awards Committee



Were the SACs and their members effective?

Yes, the SACs were a valuable part of the creation of AusCycling and the transition to the new unitary entity. SACs have made a substantial contribution to the establishment of AusCycling and the progress that we have achieved.

Many SAC members have devoted considerable time and energy to their duties over the last three years. We are grateful for their dedication and hope we will be able to continue to benefit from their support and advice through other means.

We are proposing that the SACs are wound up because they don't represent the optimal use of resources for the next stage of evolution of AusCycling as an organisation. The change will allow us to focus on alternative approaches to engagement and provide advice.

When will these changes take effect?

Some changes have already commenced – for example, we are already convening working groups on a range of issues. Winding up the SACs will require a change to the AusCycling constitution which will be proposed at the AGM on 11 May 2024. Subject to the changes being endorsed, they will come into effect immediately.

AusCycling will work with Chairs to wind down their SACs, transition any ongoing work back to AusCycling and formally thank and recognise the contribution of members.

Will you be developing discipline specific advisory or working groups?

Working and Advisory groups will be used to target specific issues or tasks that support the Clubs and implementation of AusCycling's United 2032 strategy.

While an issue may have more relevance for one discipline or section of our membership, we don't intend to maintain general working groups for each discipline.

All disciplines will continue to be represented on the NAC and supported by specialised staff within AusCycling.

Constitution

Date: ~~30 April 2022~~ 11 May 2024

AUSCYCLING LIMITED

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Constitution

1. DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

In this Constitution unless the context requires otherwise:

AGM or Annual General Meeting means the annual General Meeting of the Company required to be held by the Company in each calendar year under the Corporations Act.

Appointed Director means a Director appointed under **clause 13.9**.

CEO means a person appointed as chief executive officer of the Company by the Directors.

Chairperson or Chair means the person elected as the chair of the Company under **clause 15.7(a)**.

Clear Days mean the whole days within a specified period, excluding the first and last days of the period.

Club Member means a club or association admitted as a Member to the Company under **clause 5.2**.

Committee means a committee established by the Directors under **clause 19**.

Company means AusCycling Limited.

Company Secretary means a person appointed as a company secretary of the Company by the Directors under **clause 18**.

Constitution means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company.

Cycling means cycling in all of its forms (as a competitive sport, as a healthy recreational activity, as a means of transport and/or for fun) and disciplines including road cycling, mountain biking, BMX, track cycling, observed trails, paracycling, cyclocross, and/or other disciplines as recognised and regulated by UCI from time to time.

Director means a director of the Company and includes Elected Directors, [and Appointed Directors, the NAC Director and the First Directors](#).

Directors mean, as the case requires, all or some of the Directors acting together as a board in accordance with their powers and authority under this Constitution.

Elected Director means a Director elected under **clause 13.6**.

~~**First Director** means a Director appointed in accordance with **clause 27**.~~

FAR Committee means the finance, audit and risk Committee (however named) established by the Directors under **clause 19.4**.

General Meeting means a general meeting of Members and includes the AGM.

Individual Member means a person admitted to the Company as an individual member under **clause 5.5**.

Intellectual Property means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Company or any activity of or conducted, promoted or administered by the Company.

Life Member means a person admitted to the Company as a life member under **clause 5.4**.

Member means a member of the Company under **clause 5**.

~~**NAC Director** means the Director holding office in accordance with **clause 13.11**.~~

National Advisory Council or **NAC** means the Committee established in accordance with **clause 20.1(a)**~~**20.1(a)(ii)**~~.

Nominations Committee means a Committee established by the Directors under **clause 19**, the complete and specific duties, functions and rules of which, shall be defined in written terms of reference.

Objects mean the objects of the Company in **clause 2**.

Official Position means, in connection with a body corporate or organisation, a person who:

- (a) holds a position, whether elected or appointed, as president, vice president, secretary, treasurer, director or equivalent of that body corporate or organisation; or
- (b) has, directly or indirectly, a material ownership or financial interest in that body corporate or organisation.

Policy means a policy made under this Constitution and will be publicly available to members.

Registration means registration of an Individual Member or Club Member with the Company, such registration being in the form of a signed application form, whether in hard copy or by electronic means of acceptance and, in the case of Individual Members, their consent to membership of the Company as required by **clause 5.2**. **Registered** has a corresponding meaning.

Representative means a person (other than a proxy) appointed in accordance with the Corporations Act to represent a Club Member at a General Meeting of the Company.

Sporting Power means that power delegated to the Company by UCI for the exclusive control and management of Cycling in Australia.

Special Resolution has the same meaning as that given to it in the Corporations Act.

State means the States of Australia, which shall be deemed to include each of the Northern Territory and the Australian Capital Territory.

Telecommunications Meeting means a meeting held by telephone, video, any other technology (or any combination of these technologies), which permits each Director at a meeting of Directors or each Voting Member at a meeting of members to communicate with any other participant.

UCI means the Union Cycliste Internationale.

UCI Governing Documents mean the constitution, regulations, code of ethics and other governing documents of UCI in force from time to time.

Voting Member means, in relation to a General Meeting, those Members present and entitled to vote in accordance with **clause 5.1**.

1.2 Interpretation

In this Constitution unless the context requires otherwise:

- (a) **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person or by proxy or Representative;
- (b) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (c) **(gender)** words importing any gender include all other genders;
- (d) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) **(successors)** a reference to an organisation includes a reference to its successors;
- (f) **(singular includes plural)** the singular includes the plural and vice versa;
- (g) **(instruments)** a reference to a law includes regulations and instruments made under it;
- (h) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;

- (i) **(include)** the words include, includes, including and for example are not to be interpreted as words of limitation;
- (j) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors;
- (k) **(writing)** writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (l) **(headings)** headings are inserted for convenience and do not affect the interpretation of this Constitution.

1.3 Corporations Act

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.
- (b) The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

2. OBJECTS

UCI is the sole international sporting authority entitled to make and enforce regulations for the encouragement and control of Cycling. So that the above authority may be exercised in a fair and equitable manner, UCI has drawn up the UCI Governing Documents governing Cycling.

Each national federation, including the Company belonging to UCI, shall be presumed to acquiesce in and be bound by the UCI Governing Documents. Subject to such acquiescence and restraint, one single national federation per country shall be recognised by UCI as the sole international sporting power for the enforcement of the present UCI Governing Documents and control of Cycling in its own country. The Company has been so recognised by UCI and delegated by UCI with exercising the Sporting Power for Australia.

The Objects of the Company are to:

- (a) adopt and exercise the Sporting Power as the national federation for Cycling in Australia and to act as the sole Australian affiliated member of UCI in accordance with the UCI Governing Documents;
- (b) regulate, conduct, encourage, promote, advance, control and manage all levels and disciplines of Cycling in Australia interdependently with Members and others;

- (c) encourage and promote widespread participation in Cycling and physical activity including by advocating for Cycling and the interests of all cyclists across the competitive, recreational and transport activity areas;
- (d) encourage, increase and promote the development of Cycling;
- (e) strive for and maintain government, commercial and public recognition of Cycling in Australia and the Company as the authority for Cycling in Australia;
- (f) adopt, formulate, issue, interpret and amend Policies for the control and conduct of Cycling in Australia;
- (g) further the pursuit of Cycling, which includes all disciplines of Cycling, throughout and across all parts of Australia;
- (h) ensure that all Cycling in Australia is carried on in a manner that secures and enhances the safety of participants, officials, spectators and the public and which allows Cycling to be competitive and fair;
- (i) encourage the provision and development of appropriate facilities for participation in Cycling;
- (j) maintain and enhance standards, quality and reputation of Cycling for the collective and mutual benefit and interests of members and Cycling;
- (k) act as the interface between Cycling and government and communicate with and advocate to government agencies and the public;
- (l) administer financial and other assistance provided by government or other public or private sources for Cycling;
- (m) promote the importance of Cycling standards, techniques, awards and education to bodies involved in or related to Cycling;
- (n) promulgate, and secure uniformity in, such rules and standards as may be necessary for the management and control of Cycling, Cycling competitions and related activities, including but not limited to playing rules and coaching standards;
- (o) encourage and promote performance-enhancing drug free competition prevent and address threats to sport integrity in Cycling with a view to:
 - (i) achieving fair and honest sporting performances and outcomes;
 - (ii) promoting positive conduct by athletes, administrators, officials, supporters and other stakeholders at all times;
 - (iii) achieving a safe, fair and inclusive sporting environment at all levels of Cycling;

~~(i)~~(iv) enhancing the reputation and standing of Cycling competitions and of Cycling overall; and

~~(o)~~(p) pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the Objects;

~~(p)~~(q) establish and conduct educational programs for coaches, officials and participants in the implementation and interpretation of Cycling rules and standards;

~~(q)~~(r) be the only body entitled to prepare and enter Australian teams in international Cycling competitions through UCI recognised national federations and the UCI, and other international bodies as required;

~~(r)~~(s) conduct or commission research and development for improvements in Cycling;

~~(s)~~(t) promote, control, manage and conduct Cycling events, competitions and championships;

~~(t)~~(u) use and promote the Intellectual Property;

~~(u)~~(v) affiliate and liaise with the Australian Sports Commission, the Australian Olympic Committee, Paralympics Australia, ~~the Australian Commonwealth Games Committee~~Commonwealth Games Australia and any other organisations in pursuit of these Objects; and

~~(v)~~(w) undertake other actions or activities necessary, incidental or conducive to advance these Objects.

3. POWERS

Solely for furthering the Objects under **clause 2**, the Company, in addition to the Sporting Power and any other powers it has under the Corporations Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Corporations Act.

4. INCOME AND PROPERTY OF COMPANY

4.1 Sole Purpose

The income and property of the Company will only be applied towards the promotion of the Objects of the Company.

4.2 Payments to Members

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

(a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or

- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (c) of reasonable rent for premises let to the Company by them.

5. MEMBERSHIP

5.1 Categories of Members

Members of the Company shall fall into one of the following categories:

- (a) Club Members, which subject to this Constitution shall have the right to receive notice of, attend and vote at General Meetings;
- (b) Life Members, who are entitled to receive notice of and attend, but not debate or vote at, General Meetings;
- (c) Individual Members, who are entitled to receive notice of and attend, but not debate or vote at, General Meetings; or
- (d) such other category of Member as may be created by the Directors. Any category of Member created by the Directors under this **clause 5.1(d)** may not be granted voting rights.

5.2 Admission of Members

A person or club will become a Member, and the Directors will direct the Company Secretary to record their name (and in the case of a Club Member, its executive members), street address, email address and date on which they became a Member, in the register of Members kept by the Company, only upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and provided the Member (in the case of a Club Member, the representative of the Club Member) has submitted an application, which is accepted by the Directors, in which the Member undertakes to:

- (a) be bound by this Constitution, the UCI Governing Documents and the Policies (including Policies specific to the relevant category of Membership);
- (b) pay the fees and subscriptions determined to apply to the Member under **clause 9**; and
- (c) support the Company in the encouragement and promotion of its Objects.

5.3 Club Members

- (a) Where an applicant for Club Membership is not incorporated but otherwise meets the criteria for that membership the Directors may recognise that entity as a Club Member. Where the Directors do recognise an entity as a Club Member under this clause that entity must incorporate within one year of recognition; otherwise its membership automatically lapses.

- (b) The Company may at its discretion refuse to accept a Club Member as a Member and shall not be required or compelled to provide any reason for such rejection.
- (c) Each Club Member will:
 - (i) be incorporated or in the process of incorporation. This process must be complete within one (1) year of applying for membership under this Constitution;
 - (ii) have objects that align with those of the Company as stated in **clause 2** and do all that is reasonably necessary to enable the Objects to be achieved, having regard to any legislation applicable to that Club Member;
 - (iii) effectively promulgate and enforce the Constitution and Policies of the Company and the UCI Governing Documents;
 - (iv) at all times act for and on behalf of the interests of the Company, the Members and Cycling;
 - (v) be responsible and accountable to the Company for fulfilling its obligations under the Company's strategic plan as revised from time to time;
 - (vi) be bound by this Constitution and the Policies and the UCI Governing Documents;
 - (vii) act in good faith and loyalty to maintain and enhance the Company and Cycling, its standards, quality and reputation for the collective and mutual benefit of the Members and Cycling;
 - (viii) at all times operate with and promote mutual trust and confidence between the Company and the Members, promoting the economic and sporting success, strength and stability of each other and work cooperatively with each other in the pursuit of the Objects;
 - (ix) maintain a database of all officials and members Registered with it in accordance with the Policies and provide a copy to the Company upon request from time to time by the Directors in such means as may be required;
 - (x) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Cycling and its maintenance and development; and
 - (xi) advise the Company as soon as practicable of any serious administrative, operational or financial difficulties.
- (d) Constitutions of Club Members
 - (i) Each Club Member shall take all steps necessary to ensure its constituent documents conform, and amendments conform, with this

Constitution and the Policies, subject to any prohibition or inconsistency in any legislation applicable to that Club Member.

- (ii) The constituent documents and any proposed material amendments to the constituent documents of each Club Member shall be subject to the approval of the Company.
 - (iii) It shall be the duty of the Company to approve, without delay, such constituent documents and proposed amendments to constituent documents as may be submitted by the Club Members provided that the said constituent documents and proposed amendments conform to this Constitution or the Policies.
 - (iv) If the constituent documents do not conform to this Constitution or the Policies, the relevant Club Member shall, without delay, take all steps necessary to address the inconsistency so that those documents conform to this Constitution and the Policies.
 - (v) For the avoidance of doubt, if any inconsistency remains between the constituent documents of a Club Member and this Constitution or the Policies, this Constitution and the Policies shall prevail to the extent of that inconsistency.
 - (vi) The constituent documents of a Club Member must require the Club Member to advise the Company as soon as practicable of any serious administrative, operational or financial difficulties the Club Member is having.
- (e) The Directors may develop and implement Policies which may set out the membership criteria to be met by Club Members and the privileges and benefits of Club Membership in addition to those set out in this Constitution.

5.4 Life Members

- (a) Life Membership is the highest honour that can be bestowed by the Company for longstanding and valued service to Cycling in Australia.
- (b) Any Member may forward a proposed nomination to the Directors for its consideration.
- (c) On the nomination of the Directors, any individual may be elected as a Life Member at any AGM by Special Resolution, subject to that individual completing an application in accordance with **clause 5.2**.
- (d) Nominations for Life Membership shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.
- (e) The Policies will set out:
 - (i) the categories of Life Membership which exist;
 - (ii) the criteria to be met by each category of Life Member; and

- (iii) the privileges and benefits of each category of Life Member in addition to those set out in this Constitution.
- (f) A person may be posthumously recognised as a Life Member.

5.5 Individual Members

- (a) No individual shall be Registered with the Company as an Individual Member except in accordance with this **clause 5.5**. The Company may at its discretion refuse to accept a person as an Individual Member and shall not be required or compelled to provide any reason for such rejection.
- (b) Subject to **clause 5.5(a)**, an individual may apply to become an Individual Member of the Company and is subject to the provisions of this Constitution.
- (c) In addition to the effect of membership set out in **clause 5.2**, an Individual Member must comply with this Constitution and the Policies and support the Company and the Objects.
- (d) An Individual Member is entitled to any benefits of membership prescribed to apply to Individual Members respectively in the Policies.

5.6 General

- (a) The Company must keep a register of all Members in accordance with the Corporations Act.
- (b) No Member whose membership ceases has any claim against the Company or the Directors for damages or otherwise arising from cessation or termination of membership.
- (c) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (d) A Member must treat all staff, contractors and representatives of the Company with respect and courtesy at all times.
- (e) A Member must not act in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Company or Cycling, or both.

5.7 Limited Liability

Members have no liability in that capacity except as set out in **clause 26**.

6. CESSATION OF MEMBERSHIP

6.1 Cessation

A person ceases to be a Member on:

- (a) resignation;

- (b) death (if a natural person);
- (c) the termination of their membership according to this Constitution or the Policies;
- (d) a body corporate being dissolved or otherwise ceasing to exist; and
- (e) without limiting the foregoing:
 - (i) in the case of Members who are not Club Members, that Member no longer meeting the requirements for membership according to **clause 5**; and
 - (ii) in the case of Members who are Club Members, that Member ceasing to be a Member in accordance with **clause 8**.

6.2 Resignation

For the purposes of **clause 6.1(a)**, a Member may resign as a member of the Company by giving 14 Clear Days written notice to the Directors. Where a Club Member seeks to resign as a member of the Company the written notice must be accompanied by a copy of the special resolution passed by the Club Member's members resolving that the Club Member resign from the Company.

6.3 Forfeiture of Rights

A Member who or which ceases to be a Member shall forfeit all right in and claim upon the Company or the Directors for damages or otherwise, or claim upon its property including the Intellectual Property.

7. GRIEVANCES AND DISCIPLINE OF MEMBERS

7.1 Jurisdiction

All Members will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties and appeal mechanisms of the Company whether under the Policies or under this Constitution.

7.2 Policies

- (a) The Directors must make a Policy or Policies:
 - (i) for the hearing and determination of:
 - (A) grievances by any Member who feels aggrieved by a decision or action of the Company; and
 - (B) disputes between Members relating to the conduct or administration of Cycling;
 - (ii) for the discipline of Members;
 - (iii) for the:

- (A) formation and administration of an appeals tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question; and/or
- (B) the referral of matters, or certain types of matters, to an independent hearing body; and
- (iv) for the termination of Members (except in respect of Club Members).
- (b) The Directors in their sole discretion may refer an allegation (which in the opinion of the Directors is not vexatious, trifling or frivolous) by a complainant (including a Director or a Member) that a Member has:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Policies or any other resolution or determination of the Directors or any duly authorised Committee; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Company or Cycling, or both; or
 - (iii) prejudiced the Company or Cycling or brought the Company or Cycling or themselves into disrepute,

for investigation or determination either under the procedures set down in the Policies or by such other procedure and/or persons as the Directors consider appropriate.
- (c) During investigatory or disciplinary proceedings under this **clause 7**, a respondent may not participate in Cycling, pending the determination of such proceedings (including any available appeal) unless the Directors decide continued participation is appropriate having regard to the matter at hand.
- (d) The Directors may include in any Policy or Policies a final right of appeal to an independent body outside the control of Cycling.

8. TERMINATION OF MEMBERSHIP OF A CLUB MEMBER

8.1 Sanctions for Discipline of Club Members

Without limiting matters that may be referred to in the Policies, any Club Member that is determined by the Directors to have acted in a manner set out in **clause 7.2(b)** shall be liable for the sanctions set out in that Policy, including termination of Membership (which shall only take place in accordance with the procedure set out in this **clause 8**).

8.2 Termination of Membership of Club Members

- (a) No recommendation can be made by the Directors under this **clause 8** unless all avenues of appeal available to the relevant Club Member under the Policies have been exhausted.

- (b) Subject to compliance with **clause 8.2(a)** (and the Policies), the Directors may recommend to a General Meeting to terminate the membership of a Club Member.
- (c) Upon recommendation from the Directors under **clause 8.2(b)**, a General Meeting may, by Special Resolution, terminate the membership of a Club Member.

9. FEES AND SUBSCRIPTIONS

9.1 Membership Fee

- (a) The Directors must determine from time to time:
 - (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount (if any) of the annual subscription fee payable by each Member, or any category of Members;
 - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - (iv) the payment method and the due date for payment.
- (b) Each Member must pay to the Company the amounts determined under this **clause 9** in accordance with **clause 9.1(a)(iv)**.

9.2 Non-Payment of Fees

Subject to **clause 5.3(a)**, the right of a Member to attend and vote at a General Meeting is suspended while the payment of any subscription or other amount determined under **clause 9** is in arrears greater than 90 Clear Days.

9.3 Deferral or reduction of subscriptions

- (a) The Directors may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Directors are satisfied that:
 - (i) there are reasonable grounds for doing so;
 - (ii) the Company will not be materially disadvantaged as a result; and
 - (iii) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Directors.
- (b) If the Directors defer or reduce a subscription or other amount payable by a Member under this **clause 9.3**, that Member will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Directors.

10. GENERAL MEETINGS

10.1 Annual General Meeting

- (a) AGMs of the Company are to be held:
 - (i) according to the Corporations Act; and
 - (ii) at a date and venue determined by the Directors.
- (b) Notwithstanding anything in **clauses 5.1(b) or 5.1(c)**, the chair of an AGM must allow a reasonable opportunity for the Members at the meeting to ask questions about, or make comments on, the management of the Company.

10.2 Power to convene General Meeting

- (a) The Directors may convene a General Meeting when they think fit and must do so if required by the Corporations Act.
- (b) The Voting Members may convene a General Meeting in accordance with the Corporations Act.

10.3 Notice of a General Meeting

- (a) Notice of a General Meeting of Members must be given:
 - (i) to all Members entitled to attend the General Meeting, the Directors, and the auditor of the Company; and
 - (ii) in accordance with **clause 24** and the Corporations Act.
- (b) At least 45 Clear Days prior to the proposed date of the AGM, the CEO will request from Voting Members notices of motions, which must be received no less than 28 Clear Days prior to the AGM.
- (c) At least 21 Clear Days' notice of the time and place of a General Meeting must be given, together with:
 - (i) all information required to be included in accordance with the Corporations Act;
 - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - (iii) where applicable, any notice of motion received from any Voting Member or Director in accordance with the Corporations Act; and
 - (iv) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

10.4 No other business

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

10.5 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. This clause does not apply to a General Meeting convened by:

- (a) Members according to the Corporations Act;
- (b) the Directors at the request of Members; or
- (c) a court.

10.6 Written notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Member entitled to attend the General Meeting; and
- (b) each other person entitled to notice of a General Meeting under the Corporations Act.

10.7 Contents of notice postponing General Meeting

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

10.8 Number of Clear Days for postponement of General Meeting

The number of Clear Days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of Clear Days' notice of that General Meeting required to be given by **clause 11.8** or the Corporations Act.

10.9 Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

10.10 Representative, proxy or attorney at postponed General Meeting

Where:

- (a) by the terms of an instrument appointing a Representative, proxy or attorney that appointed person is authorised to attend and vote at a General Meeting on behalf of the appointing Member to be held on a specified date or at a General Meeting or General Meetings to be held on or before a specified date; and
- (b) the date for the meeting is postponed to a date later than the date specified in the instrument,

then that later date is substituted for the date specified in the instrument appointing that appointed person, unless the appointing Member notifies the Company in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

10.11 Non-receipt of notice

The non-receipt of a notice convening, cancelling or postponing a General Meeting by a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

10.12 Right to appoint representative

- (a) In accordance with the Corporations Act, each Voting Member is entitled to appoint an individual as their Representative to attend General Meetings, provided that the Voting Member has not appointed a proxy under **clause 10.13**, and to exercise the powers of the Voting Member in relation to resolutions to be passed without meetings.
- (b) A Voting Member may appoint more than one Representative but only one Representative may exercise the Voting Member's powers at any one time.

10.13 Right to appoint proxy

- (a) A Voting Member entitled to attend a General Meeting of the Company is entitled to appoint a person as their proxy to attend the meeting in their place in accordance with the Corporations Act.
- (b) A proxy may be revoked by the appointing Member at any time by notice in writing to the Company.

10.14 Form of proxy

The instrument appointing a proxy may be in form determined by the Directors from time to time provided it complies with the requirements under the Corporations Act.

10.15 Attorney of Member

A Member may appoint an attorney to act on the Member's behalf at all or any meetings of the Company.

10.16 Lodgement of proxy or attorney documents

- (a) A proxy or attorney may vote at a General Meeting or an adjourned or postponed meeting (as the case may be) only if the instrument appointing the proxy or attorney, and the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed, are received by the Company:
 - (i) at the office, email or other electronic address specified for that purpose in the notice of meeting; and
 - (ii) at least 48 hours before the scheduled commencement time for the meeting or adjourned or postponed meeting (as the case may be) at which the person named in the instrument proposes to vote. The scheduled commencement time is as specified in the notice of meeting.
- (b) An undated proxy is taken to be dated on the day that it is received by the Company.

10.17 Authority given by appointment

- (a) Unless the terms of the appointment specify to the contrary, an appointment by a Voting Member confers authority on a proxy, attorney or Representative:
 - (i) to agree to a General Meeting being convened by shorter notice than is required by the Corporations Act or by this Constitution;
 - (ii) to speak to any proposed resolution; and
 - (iii) to demand or join in demanding a poll on any resolution.
- (b) Unless the terms of the appointment specify to the contrary, even if the instrument of appointment refers to specific resolutions and directs the proxy, attorney or Representative on how to vote on those resolutions, the appointment is taken to confer authority:
 - (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (ii) to vote on any procedural motion; and
 - (iii) to act generally at the meeting.
- (c) Unless the terms of the appointment specify to the contrary, if the instrument of appointment refers to a specific meeting to be held at a specified time or

venue and the meeting is postponed or adjourned or changed to another venue, then the appointment confers authority to attend and vote:

- (i) at the postponed or adjourned meeting; or
 - (ii) at the new venue.
- (d) An appointment of a proxy may be a standing proxy — that is, the appointment under the proxy remains valid until it is revoked by the Voting Member that made the appointment.
- (e) The instrument appointing a proxy may provide for the Chairperson to act as proxy in the absence of any other appointment or if the person or persons nominated fails or fail to attend the meeting.
- (f) The instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution.
- (g) If a proxy is appointed to vote on a particular resolution by more than one Voting Member and the instruments appointing the proxy direct the proxy to vote on the resolution in different ways, then the proxy must not vote on a show of hands taken on the resolution.

11. PROCEEDINGS AT GENERAL MEETING

11.1 Number for a quorum

Both of the following must be achieved for a quorum to exist at a General Meeting:

- (a) at least 20% of the Voting Members; and
 - (b) one Voting Member from at least five (5) States,
- must be present in person or by proxy and be eligible to vote.

11.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present at the commencement of, and remains throughout, the General Meeting.

11.3 Quorum and time

If, within 30 minutes after the time appointed for a General Meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members, is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the chair determines.

11.4 Adjourned meeting

If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, those members then present shall constitute a quorum.

11.5 Chairperson to preside over General Meetings

- (a) The Chairperson is entitled to preside as chair at General Meetings.
- (b) If a General Meeting is convened and there is no Chairperson, or the Chairperson is not present within 15 minutes after the time appointed for the meeting, or is unable or unwilling to act, the following may preside as chair (in order of entitlement):
 - (i) a Director (or other person) chosen by a majority of the Directors present;
 - (ii) the only Director present; or
 - (iii) a Representative of a Voting Member who is entitled to vote and is chosen by a majority of the Voting Members present.

11.6 Conduct of General Meetings

- (a) The chair:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in his or her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever he or she considers it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the chair under this **clause 11.6** is final.

11.7 Adjournment of General Meeting

- (a) The chair may, with the consent of any General Meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

11.8 Notice of adjourned meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 Clear Days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

11.9 Questions decided by majority

Subject to the requirements of the Corporations Act and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

11.10 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried.

11.11 Declaration of results

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Company, is conclusive evidence of the fact.
- (c) Neither the chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

11.12 Poll

- (a) If a poll is properly demanded in accordance with the Corporations Act or by the chair of the meeting, it must be taken in the manner and at the date and time directed by the chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

11.13 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - (i) may not be raised except at that meeting; and
 - (ii) must be referred to the chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

11.14 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the chair must decide it and the chair's decision made is final.

11.15 Electronic voting

Voting by electronic communication at General Meetings may be permitted from time to time in such instances as the Directors may determine and shall be held in accordance with procedures prescribed by the Directors.

12. VOTES OF MEMBERS

12.1 Votes of Members

- (a) At a General Meeting, on a show of hands and on a poll, each of the Voting Members shall have the votes set out in this **clause 12.1**.
- (b) Each Voting Member will receive the following votes:
 - (i) Up to 9 club members, a Voting Member shall receive one (1) vote.
 - (ii) From 10 to 29 club members, a Voting Member shall receive two (2) votes.
 - (iii) From 30 to 59 club members, a Voting Member shall receive three (3) votes.
 - (iv) From 60 to 99 club members, a Voting Member shall receive four (4) votes.
 - (v) From 100 to 149 club members, a Voting Member shall receive five (5) votes.
 - (vi) From 150 to 209 club members, a Voting Member shall receive six (6) votes.
 - (vii) From 210 to 279 club members, a Voting Member shall receive seven (7) votes.
 - (viii) From 280 to 359 club members, a Voting Member shall receive eight (8) votes.

- (ix) From 360 to 449 club members, a Voting Member shall receive nine (9) votes.
 - (x) From 450 to 549 club members, a Voting Member shall receive 10 votes.
 - (xi) From 550 to 659 club members, a Voting Member shall receive 11 votes.
 - (xii) From 660 to 779 club members, a Voting Member shall receive 12 votes.
 - (xiii) From 780 or more club members, a Voting Member shall receive 13 votes.
- (c) No Member other than the Voting Members shall be entitled to vote at General Meetings.

12.2 Election of Directors

Elections for Elected Director positions shall be by a 'first past the post' ballot in accordance with this **clause 12.2** at the relevant General Meeting on papers prepared by the CEO as follows:

- (a) where the number of nominees received for Elected Director positions is equal to or less than the number of Elected Director positions to be filled:
 - (i) the nominees will be deemed to be elected, subject to a separate ordinary resolution being passed in favour of each individual nominee; and
 - (ii) any remaining positions, including any positions for which an ordinary resolution fails to pass in favour of a nominee, will be deemed a casual vacancy; or
- (b) in all other cases, a separate ballot will be conducted for each separate Elected Director position to be filled, with the eligible nominee who receives the highest number of votes to be elected to fill that Elected Director position. If two or more nominees receive the highest number of votes a further ballot will be conducted amongst only those tied nominees, with the nominee who receives the highest number of votes elected. This process will be repeated if there is a further tie amongst the nominees receiving the highest number of votes, until only two nominees remain. If there is a further tie where there are only two nominees in the ballot, the CEO will determine the successful nominee by lot.

12.3 Resolutions not in General Meeting

- (a) If all Members entitled to vote sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of the Company held at the time on which the document was signed by the last Member entitled to vote.

- (b) For the purposes of **clause 12.3(a)**, two or more separate documents containing statements in identical terms, each of which is signed by one or more Members entitled to vote, are deemed together to constitute one document containing a statement in those terms signed by those Members on the respective days on which they signed the separate documents.
- (c) An email or other form of visible or other electronic communication under the name of a Member is deemed to be a document in writing signed by that Member for the purpose of this clause.

13. DIRECTORS

13.1 Number of Directors

- (a) There must be not less than five Directors and not more than 10 Directors.
- (b) Subject to **clause 13.1(a)**, not more than:
 - (i) six Directors are to be elected by the Members (**Elected Directors**); and
 - (ii) three-four Directors are to be appointed under **clause 13.9**; and
 - (iii) ~~a single Director is to hold office under **clause 13.11**.~~

13.2 First Elected Directors

- ~~(a) From the date this Constitution is adopted the First Elected Directors (as defined in **clause 27.1**) will be the Directors.~~
- ~~(b) The First Elected Directors will retire in accordance with **clause 13.2(c)** and Schedule 1.~~
- ~~(c) Subject to this Constitution:

 - ~~(i) at the first AGM of the Company, which notwithstanding **clause 10.1(a)(ii)** must be held at least 12 months after the date of registration of the Company, three of the First Elected Directors will retire from office in accordance with Schedule 1 and will not be replaced. The retiring First Elected Directors will, subject to the requirements of this Constitution, be eligible to nominate for any subsequent election outlined in (ii) or (iii) below;~~
 - ~~(ii) at the second AGM of the Company, three of the remaining First Elected Directors will retire from office in accordance with Schedule 1, and an election will be held to elect three Elected Directors. Those retiring First Elected Directors will, subject to the requirements of this Constitution, be eligible for re-election. Notwithstanding **clause 13.5**, of the three Elected Directors elected at the second AGM of the Company:

 - ~~(A) two will hold office each for a term of two years, expiring at the conclusion of the fourth AGM of the Company; and~~~~~~

~~(B) — one will hold office for a term of three years, expiring at the conclusion of the fifth AGM of the Company,~~

~~with the individuals to serve each particular term to be determined by the Directors (excluding those three individuals), failing which it will be determined by lot; and~~

~~(iii) — at the third AGM of the Company, the three remaining First Elected Directors will retire from office in accordance with Schedule 1, and an election will be held to elect three Elected Directors. Those retiring First Elected Directors will, subject to the requirements of this Constitution, be eligible for re-election. Notwithstanding **clause 13.5**, of the three Elected Directors elected at the third AGM of the Company:~~

~~(A) — one will hold office for a term of two years, expiring at the conclusion of the fifth AGM of the Company; and~~

~~(B) — two will hold office for a term of three years, expiring at the conclusion of the sixth AGM of the Company,~~

~~with the individuals to serve each particular term to be determined by the Directors (excluding those three individuals), failing which it will be determined by lot.~~

13.313.2 Eligibility

- (a) For the period from the date of this Constitution a person who:
- (i) is an employee of the Company or a Club Member; or
 - (ii) holds an Official Position with a Club Member; or
 - (iii) was a Director of the Company and **clause 13.7** applies; or
 - (iv) was CEO of the Company at any time within the period beginning three years prior to the date of his/her proposed appointment or election as a Director,
- (each a **disqualifying position**) may not hold office as a Director.
- (b) A Director who accepts a disqualifying position must notify the other Directors of that fact immediately and is deemed to have vacated office as a Director.
- (c) A person elected or appointed as a Director at the time of holding a disqualifying position must resign from that disqualifying position within 30 Clear Days.
- (d) No person shall be eligible to stand for an Elected Director position if, during the proposed term of office, they would be in breach of **clause 13.7**.
- (e) The Directors may determine position or role descriptions or necessary qualifications for Director positions.

13.413.3 Nomination for election

(a) A Nominations Committee shall be formed, the role of which shall include the task of identifying candidates to fill Director vacancies (including casual vacancies) and assess all nominees for Director vacancies. The Nominations Committee has the power to determine that a nomination is unsuitable for further consideration by the Company, the Directors or the Members but only if this decision is unanimous. Subject to **clauses 13.3(b) and 13.3(c)**, the complete and specific duties, functions and rules of the Nominations Committee are to be defined in the Nominations Committee terms of [reference delegation](#).

~~(a)~~(b) [The Nominations Committee will be co-chaired by a Director and a non-Director as appointed by the Directors.](#)

~~(b)~~(c) When considering whether a person is suitable to be nominated to fill a director vacancy, the Nominations Committee will assess the suitability of the individual as if he/she had been an Individual Member and bound by applicable UCI rules (including the UCI Code of Ethics) for the 12 months prior to the date of the proposed appointment, even where they were not an Individual Member for part or all of that time.

~~(e)~~(d) At least 45 Clear Days prior to the proposed date of the Annual General Meeting at which a resolution or resolutions will be proposed to fill a vacancy in an Elected Director position, the CEO will request from Members nominations (which comply with this **clause 13.3**) for elections to positions falling vacant, which must be received no less than 28 Clear Days prior to the AGM.

~~(d)~~(e) Any Member, Director or Committee may nominate a person to fill a vacancy in an Elected Director position that is to be the subject of an election at the next AGM.

~~(e)~~(f) A nomination must:

- (i) be in the form required by the Directors; and
- (ii) signed by the nominator and nominee.

13.513.4 Term of office of Directors generally

Subject to **clauses 1.1(a), 13.2, 13.6, 13.7 and 13.8**, an Elected Director will hold office for a term of three years.

13.613.5 Office held until end of meeting

A retiring Elected Director holds office until the end of the meeting at which that Elected Director retires but, subject to the requirement of this Constitution, including **clause 13.7**, is eligible for re-election.

13.713.6 Elected Director elected at General Meeting

(a) At a General Meeting:

- (i) at which an Elected Director retires; or
- (ii) at the commencement of which there is a vacancy in the office of an Elected Director,

there will be a vote of the Members conducted in accordance with **clause 12.2** to fill the vacancy by electing someone to that office.

- (b) Subject to **clauses 13.6(c), 13.7** and **13.12**, an Elected Director elected under this **clause 13.6** takes office at the end of the meeting at which they are elected for a period of three years.

(c) An Elected Director elected under **clause 13.6(a)(ii)** is elected for the remainder of the term of office for the position that they are filling.

(e)(d) Two Elected Directors must retire from office at each AGM.

~~13.8~~**13.7** **Maximum consecutive years in office for Directors**

- (a) A Director must not serve more than three consecutive terms as a Director, including where one or more of the terms is as an Appointed Director. For the avoidance of doubt, service for any part of a term shall be deemed a full term for the purposes of this **clause 13.7(a)**.
- (b) A Director who has served the maximum number of terms in accordance with **clause 13.7(a)** shall not be eligible to be a Director for three years following the completion of their maximum term.

~~13.9~~**13.8** **Casual vacancy in ranks of Elected Directors**

- (a) The Directors may at any time appoint a person to fill a casual vacancy (as defined in **clause 13.13**) in the rank of the Elected Directors.
- (b) A person appointed under **clause 13.8(a)** holds office for the remainder of the vacating Director's term and, subject to this Constitution, they may offer themselves for re- election.

~~13.10~~**13.9** **Appointed Directors**

- (a) In addition to the Elected Directors and subject to clause 13.9(e), the Directors may themselves appoint up to ~~three~~four persons to be Directors because of their special business acumen and/or technical skills. These persons will be known as the "**Appointed Directors**".
- (b) Subject to **clauses 13.7** and **13.12**, an Appointed Director holds office for a term determined by the Directors not to exceed three years and the appointment will be on such other terms as the Directors determine.
- (c) A person may only serve two consecutive terms as an Appointed Director but, subject to the other requirements of this Constitution, in particular **clause 13.7**, are otherwise eligible to be elected to an Elected Director position. For the avoidance of doubt any part of a term shall be deemed a full term for the purposes of this **clause 13.9(c)**.

~~(d)~~ Subject to this Constitution, the Directors may at any time appoint a person to fill a casual vacancy (as defined in **clause 13.13**) in the rank of the Appointed Directors on whatever terms the Directors decide.

~~(d)(e)~~ The chair of the National Advisory Council must at all times be appointed by the Directors from among the Appointed Directors.

~~13.11~~ **NAC Director**

~~(a)~~ The chair of the National Advisory Council will, by reason of holding that position and subject to the relevant individual providing a consent to act as a Director in accordance with the Corporations Act, be a Director of the Company for the period in which they hold that position, subject to **clause 13.15(h)**. This person will be known as the "**NAC Director**".

~~(b)~~ Where the position of NAC Director becomes vacant by reason of **clause 13.15**:

~~(i)~~ the remaining Directors may not fill the casual vacancy; and

~~(ii)~~ the NAC Director position remains vacant until such time as a new individual becomes the NAC Director in accordance with **clause 13.11(a)**.

~~13.12~~ **13.10 Remuneration of Directors**

Subject to **clause 13.11**, a Director must not be paid for services as a Director but, with the approval of the Directors and subject to the Corporations Act, may be:

- (a) paid by the Company for services rendered to it other than as a Director; and
- (b) reimbursed by the Company for their reasonable travelling, accommodation and other expenses when:
 - (i) travelling to or from meetings of the Directors, a Committee or the Company; or
 - (ii) otherwise engaged in the affairs of the Company.

~~13.13~~ **13.11 Honorarium**

The Company may in General Meeting by ordinary resolution determine to pay a Director an ex-gratia payment.

~~13.14~~ **13.12 Removal of Director**

- (a) A Director may be removed by the Members in accordance with the Corporations Act.
- (b) Unless otherwise resolved at a General Meeting, a Director removed in accordance with **clause 13.12(a)** cannot be re-appointed as a Director within three years of their removal.

~~13.15~~**13.13** Vacation of office

The office of a Director becomes vacant when the Corporations Act says it does and also if the Director:

- (a) dies;
- (b) is removed in accordance with **clause 13.12**;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (d) resigns from office by notice in writing to the Company;
- (e) accepts appointment to, or becomes the holder of, a disqualifying position as set out in **clause 13.2** and does not resign from that position within 30 Clear Days;
- (f) is not present at three consecutive Directors' meetings without leave of absence from the Directors; [or](#)
- (g) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Act; ~~or~~
- ~~(h) is the NAC Director, and that person:
 - ~~(i) ceases to be the chair of the National Advisory Council; or~~
 - ~~(ii) has held office as either the NAC Director, or a Director, for a period of nine consecutive years, in which case **clause 13.8(b)** applies.~~~~

~~13.16~~**13.14** Alternate Director

A Director cannot appoint an alternate.

14. POWERS AND DUTIES OF DIRECTORS

14.1 Directors to manage the Company

- (a) The Directors are to manage the Company's business and may exercise those of the Company's powers that are not required, by the Corporations Act or by this Constitution, to be exercised by the Company in General Meeting.
- (b) The Directors must manage the internal affairs of the Company with total independence and ensure that no third party interferes in the Company's operations. Any external form of interference or attempt to interfere must be reported to the UCI.
- (c) The Company must operate a physical office in each State with adequate staff to deliver the relevant Objects within that jurisdiction.

14.2 Specific powers of Directors

Without limiting **clause 14.1**, the Directors may exercise all the Company's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Company or of any other person.

14.3 Time, etc

Subject to the Corporations Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Directors may at their absolute discretion extend that time, period or date as they think fit.

14.4 Appointment of attorney

The Directors may appoint any person to be the Company's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions they think fit.

14.5 Provisions in power of attorney

A power of attorney granted under **clause 14.4** may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

14.6 Delegation of powers

- (a) Without limiting **clause 17.4** the Directors may, by resolution or by power of attorney or writing under seal, delegate any of their powers to the CEO or any employee of the Company or any other person as they think fit.
- (b) Any delegation by the Directors of their powers:
 - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - (ii) may be either general or limited in any way provided in the terms of the delegation;
 - (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
 - (iv) may include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.

- (d) Any power exercised by a delegate is as effective as if it had been exercised by the Directors.

14.7 Code of Conduct

The Directors must:

- (a) adopt a code of conduct for Directors; and
- (b) periodically review the code of conduct in light of the general principles of good corporate governance.

15. PROCEEDINGS OF DIRECTORS

15.1 Directors meetings

- (a) Subject to **clause 15.1(b)**, the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Directors must meet at least six times in each calendar year.

15.2 Questions decided by majority

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present in person and entitled to vote. Each Director present has one vote on a matter arising for decision by Directors.

15.3 Chair's casting vote

The chair of the meeting will not have a casting vote.

15.4 Quorum

Five Directors present in person constitutes a quorum.

15.5 Effect of vacancy

- (a) The continuing Directors may act despite a vacancy in their number.
- (b) However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

15.6 Convening meetings

- (a) A Director may, and the CEO on the request of a Director must, convene a Directors' meeting.
- (b) Notice of a meeting of Directors must be given individually to each Director (except a Director on leave of absence approved by the Directors). Notice of a meeting of Directors may be given in person, or by post or by telephone, email or other electronic means.

- (c) A Director may waive notice of a meeting of Directors by giving notice to that effect to the Company in person or by post or by telephone, email or other electronic means.
- (d) A person who attends a meeting of Directors waives any objection that person may have in relation to a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a meeting of the Directors or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate any thing done (including the passing of a resolution) at a meeting of Directors.

15.7 Election of Chairperson

- (a) The Directors must at the first Directors' meeting after the AGM annually elect one of their number to be the Chairperson by a majority vote.
- (b) The Director elected to be Chairperson under **clause 15.7(a)** will, subject to remaining a Director, remain Chairperson for one year from the date of their election until the first Directors' meeting after the following AGM and shall chair any meeting of Directors.
- (c) Despite **clause 15.7(b)**, if:
 - (i) there is no person elected as Chairperson; or
 - (ii) the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chairperson is unwilling to act,the Directors present may elect one of their number to be chair of the meeting.
- (d) A Director elected as Chairperson may be re-elected as Chairperson in following years, so long as he or she remains a Director.

15.8 Circulating resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. An email or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of **clause 15.8(a)** and is taken to be signed when received by the Company in legible form.

- (c) The resolution is passed when the last Director signs.

15.9 Validity of acts of Directors

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

15.10 Directors' Interests

- (a) A Director shall declare to the Directors any material personal interest or related party transaction, as defined by the Corporations Act, as soon as practicable after that Director becomes aware of their interest in the matter.
- (b) Where a Director declares a material personal interest or in the event of a related party transaction, that Director is ineligible to receive the Directors' meeting papers related to the matter, and must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the Directors.
- (c) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (d) The CEO shall maintain a register of declared interests.

15.11 Minutes

The Directors must cause minutes of meetings to be made and kept according to the Corporations Act.

16. TELECOMMUNICATION MEETINGS OF THE COMPANY

16.1 Telecommunication Meeting

- (a) A General Meeting or a Directors' Meeting may be held by means of a Telecommunication Meeting, provided that:
 - (i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable); and
 - (ii) the meeting is convened and held in accordance with the Corporations Act.
- (b) All provisions of this Constitution relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this **clause 16**.

16.2 Conduct of Telecommunication Meeting

The following provisions apply to a Telecommunication Meeting of the Company:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) a person may not leave a Telecommunication Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the chair of leaving the meeting; and
- (f) a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chair.

17. CHIEF EXECUTIVE OFFICER

17.1 Appointment of CEO

The Directors shall appoint a CEO.

17.2 Powers, duties and authorities of CEO

- (a) The CEO holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the CEO are subject at all times to the control of the Directors.

17.3 Suspension and removal of CEO

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the CEO from that office.

17.4 Delegation by Directors to CEO

The Directors may delegate to the CEO the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of the business and affairs of the Company. The delegation will include the power and responsibility to:

- (a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
- (b) manage the financial and other reporting mechanisms of the Company;
- (c) approve and incur expenditure subject to specified expenditure limits;
- (d) sub-delegate his or her powers and responsibilities to employees or internal management committees of the Company; and
- (e) any other powers and responsibilities which the Directors consider appropriate to delegate to the CEO.

17.5 CEO to attend meetings

The CEO is entitled, subject to a determination otherwise by the Directors, to attend all meetings of the Company, all meeting of the Directors and any Committees and may speak on any matter, but does not have a vote.

18. COMPANY SECRETARY

18.1 Appointment of Company Secretary

There must be at least one Company Secretary who is to be appointed by the Directors.

18.2 Suspension and removal of Company Secretary

The Directors may suspend or remove a Company Secretary from that office.

18.3 Powers, duties and authorities of Company Secretary

A Company Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.

19. COMMITTEES

19.1 Committees

The Directors may delegate any of their powers to Committees consisting of those persons they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation.

19.2 Powers delegated to Committees

- (a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Directors.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

19.3 Committee meetings

Unless otherwise determined by the Directors, committee meetings are governed by the provisions of this Constitution dealing with Directors' meetings, as far as they are capable of application.

19.4 FAR Committee

(a) A FAR Committee must be established by the Directors.

~~(a)(b)~~ The composition, duties and functions of the FAR Committee shall be defined in the FAR Committee terms of delegation.

20. ADVISORY NATIONAL ADVISORY COUNCILS

20.1 Establishment

(a) The Directors will, in accordance with **clause 19**, establish: a National Advisory Council.

~~(i) a separate state advisory council (**State Advisory Council**) for each state and territory in Australia; and~~

~~(ii) a national advisory council (**National Advisory Council**).~~

(b) At no time shall the Directors establish more than one: National Advisory Council.

~~(i) State Advisory Council in each state and territory; or~~

~~(ii) National Advisory Council.~~

~~(c) For the purposes of this Constitution, **Council** means an individual State Advisory Council or the National Advisory Council.~~

(c) The chair of the National Advisory Council is appointed in accordance with **clause 13.9(e)**.

20.2 ~~Council~~NAC Powers

(a) ~~Each~~The National Advisory Council will function as a committee of the Directors in accordance with **clause 19** and will be constituted and carry out such duties and functions, and with such powers, as the Directors determine.

(b) ~~Councils are~~The National Advisory Council is not a Members (but may be comprised of Individual Members) and does not enjoy any of the rights, privileges or authorities of a Members under this Constitution.

21. POLICIES

21.1 Making and amending Policies

- (a) In addition to policies made under **clause 7.2**, the Directors may from time to time make policies:
 - (i) that are required to be made under this Constitution; and
 - (ii) which in their opinion are necessary or desirable for the control, administration and management of the Company's affairs and may amend, repeal and replace those policies.
- (b) The Policies referred to in **clauses 7.2** and **21.1(a)** take effect 7 Clear Days after the service of the Policy on the Member and shall be of force and effect on that date.

21.2 Effect of Policies

A Policy:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution; and
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution.

22. INSPECTION OF RECORDS

A Member does not have the right to inspect any document of the Company (including registers kept by the Company) except as required by law.

23. ACCOUNTS

23.1 Accounting Records

The Directors will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Corporations Act.

23.2 Auditor

A properly qualified auditor or auditors shall be appointed by the Directors and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Corporations Act.

24. SERVICE OF DOCUMENTS

24.1 Document includes notice

In this **clause 24**, document includes a notice.

24.2 Methods of service on a Member

The Company may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to an email or other electronic address nominated by the Member.

24.3 Methods of service on the Company

A Member may give a document to the Company:

- (a) by delivering it to the Registered Office;
- (b) by sending it by post to the Registered Office; or
- (c) by sending it to an email or other electronic address nominated by the Company.

24.4 Post

A document sent by post if sent to an address:

- (a) in Australia, may be sent by ordinary post; and
- (b) outside Australia, or sent from an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the fourth business day after the date of its posting.

24.5 Email or electronic transmission

If a document is sent by email or electronic transmission, delivery of the document is taken to:

- (a) be effected by properly addressing and transmitting the email or electronic transmission; and
- (b) have been delivered on the business day following its transmission.

25. INDEMNITY

25.1 Indemnity of officers

- (a) This **clause 25** applies to every person who is or has been:
 - (i) a Director, CEO or Company Secretary of the Company; and

- (ii) to any other officers, employees, former officers or former employees of the Company or of its related bodies corporate as the Directors in each case determine.

Each person referred to in this paragraph (a) is referred to as an "Indemnified Officer" for the purposes of the rest of **clause 25**.

- (b) The Company will indemnify each Indemnified Officer out of the property of the Company against:
 - (i) every liability (except a liability for legal costs) that the Indemnified Officer incurs as an Officer of the Company or of a related body corporate of the Company; and
 - (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Indemnified Officer becomes involved as an officer of the Company or of a related body corporate of the Company,
- unless:
- (iii) the Company is forbidden by statute to indemnify the person against the liability or legal costs; or
 - (iv) an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

25.2 Insurance

The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Indemnified Officer against liability that the Indemnified Officer incurs as an officer of the Company or of a related body corporate of the Company including a liability for legal costs, unless:

- (a) the Company is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Company paid the premium, be made void by statute.

25.3 Deed

The Company may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by **clause 25.1** on the terms the Directors think fit (as long as they are consistent with **clause 25**).

26. WINDING UP

26.1 Contributions of Members on winding up

- (a) Each Voting Member must contribute to the Company's property if the Company is wound up while they are a Member or within one year after their membership ceases.

- (b) The contribution is for:
 - (i) payment of the Company's debts and liabilities contracted before their membership ceased;
 - (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves,and the amount is not to exceed \$1.00.
- (c) No other Member must contribute to the Company's property if the Company is wound up.

26.2 Excess property on winding up

- (a) If on the winding up or dissolution of the Company, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
 - (i) having objects similar to those of the Company; and
 - (ii) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.
- (b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

~~27. TRANSITIONAL ARRANGEMENTS~~

~~27.1 Interpretation~~

- ~~(a) This **clause 27** applies notwithstanding any other provision in this Constitution.~~
- ~~(b) Where there is any inconsistency between this **clause 27** and any other clause in the Constitution, the provisions in this clause will prevail to the extent of the inconsistency.~~
- ~~(c) For the purposes of this **clause 27**:~~
 - ~~**First Appointed Directors** mean the Directors (if any) appointed by the First Elected Directors in accordance with **clause 27.4**.~~
 - ~~**First Directors** include the First Elected Directors and any First Appointed Directors.~~
 - ~~**First Elected Directors** mean the individuals listed in Item 1 of Schedule 1.~~

~~**First NAC Chair** means the individual who is appointed as the inaugural chair of the National Advisory Council.~~

~~**Initial Members** mean the First Elected Directors.~~

~~**Predecessor State** means a legal entity that, at the time of registration of the Company, is a member state of either Cycling Australia Ltd or BMX Australia Ltd.~~

~~**Sport Australia** means the Australian Sports Commission trading as Sport Australia (ABN 67 374 695 240).~~

~~27.2—Initial Members~~

- ~~(a) Notwithstanding any other clause in this Constitution (except this **clause 27.2**), on and from the date of adoption of this Constitution, the Initial Members will:~~
- ~~(i) be the Voting Members of the Company; and~~
 - ~~(ii) hold the same rights as Voting Members, as that term is described under **clause 5.1(a)** of the Constitution.~~
- ~~(b) The Initial Members will be Members, and the Voting Members, of the Company, until such time as the Directors choose to admit one or more Club Members as Members, in which case:~~
- ~~(i) at the date at time the first Club Member is admitted as a Member, the membership of the Initial Members simultaneously and automatically ceases, notwithstanding any other clause in this Constitution; and~~
 - ~~(ii) the Club Member or Club Members admitted by the Directors become the Voting Members of the Company on and from that date in accordance with the provisions of this Constitution.~~

~~27.3—First Elected Directors~~

- ~~(a) The First Elected Directors will be the Directors at the time of registration of the Company.~~
- ~~(b) The First Elected Directors will hold office for the applicable term specified in Item 1 of Schedule 1, and retire in accordance with **clause 13.2(c)**.~~

~~27.4—First Appointed Directors~~

- ~~(a) The First Elected Directors may, subject to **clause 27.4(c)** and the individual in question providing a consent to act as a Director, themselves appoint up to three persons to be First Appointed Directors.~~
- ~~(b) Sport Australia may recommend to the Company up to three individuals for appointment as First Appointed Directors.~~

~~(c) — A First Appointed Director (if any) must be appointed no later than the date two years following the date of registration of the Company and holds office for a term determined by the First Elected Directors, subject to expiring no later than the earlier of:~~

~~(i) — the conclusion of the third AGM of the Company; or~~

~~(ii) — three years from the date of appointment.~~

~~(d) — Service as a First Appointed Director constitutes a term for the purposes of **clause 13.10(c)**.~~

~~27.5 — First NAC Chair~~

~~(a) — Notwithstanding **clause 13.11**, the First NAC Chair only takes office as a Director under that clause:~~

~~(i) — upon appointment as the First NAC Chair; and~~

~~(ii) — subject to the relevant individual providing a consent to act as a Director in accordance with the Corporations Act.~~

~~(b) — From the date the First NAC Chair becomes the NAC Director under **clause 27.5(a)**, the NAC Director position referred to in **clause 13.1(b)(iii)** will be dealt with in accordance with **clause 13.11**.~~

~~27.6 — First Director vacancies~~

~~If a First Director position becomes vacant before expiry of the relevant term under **clauses 13.2(c)** or **27.4** (as the case may be), the vacancy may be filled by the Directors in accordance with **clause 13.9**.~~

~~27.7 — First Chairperson~~

~~(a) — The First Elected Directors must elect a Chairperson in accordance with **clause 15.7(a)**, except that the words "AGM annually" are replaced with "registration of the Company".~~

~~(b) — The provisions of **clause 15.7** otherwise apply to the person elected Chairperson under this **clause 27.7(a)**.~~

~~27.8 — Existing Life Members~~

~~(a) — This **clause 27.8** applies to any individual holding life membership, either posthumously or currently (**Existing Life Member**) with a cycling entity that transfers its business to the Company (**Previous Cycling Entity**).~~

~~(b) — Upon completion of the transfer of any Previous Cycling Entity's business to the Company, the Company will:~~

~~(i) — automatically admit each Existing Life Member as a Life Member of the Company, notwithstanding **clause 5.4**; and~~

~~(ii) — update the register of Members to this effect.~~

~~27.9 Office in each State~~

~~For the purposes of clause 14.1(c):~~

- ~~(a) the obligation does not arise in a State unless or until at least one Predecessor State within that State has transferred all its assets and liabilities to the Company (**Transfer Date**); and~~
- ~~(b) if required under (a), the Directors must use best endeavours to establish an office in each State by no later than the date six months following the relevant Transfer Date for that State.~~

SCHEDULE 1

First Elected Directors

1. ~~First Elected Directors~~

~~Darren Alomes
Lee Brentzell
Aaron Liang~~

Retiring at the first AGM of the Company:

- ~~(a) To be confirmed, whose term will expire in accordance with **clause 13.2(c)(i)** (BMX);~~
- ~~(b) To be confirmed, whose term will expire in accordance with **clause 13.2(c)(i)** (MTB);~~
- ~~(c) To be confirmed, whose term will expire in accordance with **clause 13.2(c)(i)** (Road/Track);~~

Retiring at the second AGM of the Company:

- ~~(d) To be confirmed, whose term will expire in accordance with **clause 13.2(c)(ii)** (BMX);~~
- ~~(e) To be confirmed, whose term will expire in accordance with **clause 13.2(c)(ii)** (MTB);~~
- ~~(f) To be confirmed, whose term will expire in accordance with **clause 13.2(c)(ii)** (Road/Track);~~

Retiring at the third AGM of the Company:

- ~~(g) To be confirmed, whose term will expire in accordance with **clause 13.2(c)(iii)** (BMX);~~
- ~~(h) To be confirmed, whose term will expire in accordance with **clause 13.2(c)(iii)** (MTB); and

To be confirmed, whose term will expire in accordance with **clause 13.2(c)(iii)** (Road/Track).~~



Agenda Annexure B – 2023 Directors Report and Financial Statements

AusCycling Limited

ABN: 70 644 149 351

Financial Statements

For the Year Ended 31 December 2023

AusCycling Limited

ABN: 70 644 149 351

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For the Year Ended 31 December 2023

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AusCycling Limited

ABN: 70 644 149 351

Directors' Report

31 December 2023

The Directors present their report together with the financial report of AusCycling Limited for period from January 1 2023, to 31 December 2023 and the auditor's report thereon. The entity has eight core functions, being Sport, Corporate Services, Clubs and Community Enhancement, Media, Commercial, Government Relations, CEO Office and Performance, which primarily manages the Olympic and Paralympic discipline performance programs. The Performance function is solely financed by government funding, and the funds, along with any surplus are not available for ordinary operating activities

Information on directors

The names of each person who has been a director during the year and to the date of this report are:

Craig Bingham

Director

Qualifications

Bachelor of Education

Experience

Craig Bingham has just stepped down after 8 years as the global CEO of Bennelong Funds Management. He has had over 30 years experience in financial markets around the world. During this time, he has used his passion for cycling to foster internal and external corporate relationships and philanthropic endeavours.

Craig is Non exec Chairman of Melbourne based property investment manager, Forza Capital.

He is also a director of the Australian Cricketers retirement Account.

Appointed

1 January 2022

Anne Gripper

Director

Qualifications

Master of Sport Administration (MSA), Graduate Diploma in Human Resources, Bachelor of Arts (Honours, Psychology)

Experience

Anne has enjoyed 25 years working in sport leadership roles. Most recently she was the Executive Director at the NSW Office of Sport and previously the Chief Executive Officer of Triathlon Australia for five years. Between 2006 and 2010 she worked for the Union Cycliste Internationale (UCI) as the Director of Anti- Doping. She is involved in the governance of cycling at the national level through AusCycling, at the continental level through the Oceania Cycling Confederation and at the international level as a member of the UCI Management Committee and Chair of the UCI Integrity Commission.

Outside of sport, Anne is the Chair of the June Canavan Foundation, a Non-Executive Director of ACRE (the Australian Centre for Rural Entrepreneurship) and is a Board member of the Pharmacy Council of NSW.

Anne remains an active cyclist and triathlete, representing Australia at the Age Group Triathlon World Championships on three occasions.

Appointed

21 September 2020

Brian Gallagher

Director

Qualifications

Bachelor of Marketing, Senior Executive Program

Experience

Brian has over three decades of experience leading broadcast, production, and digital media companies. He is an experienced C-Suite executive with a passion for business growth and transformation. As a graduate of the London Business School Senior Executive Program and a GAICD, he has a strong foundation in business strategy and governance.

Currently, Brian is Chair of Boomtown, the regional media industries trade marketing body, charged with ensuring the continued investment in regional media advertising. He is a major shareholder and director of a video production company, Context Media. Context produces and distributes television content to a global audience. He is also a foundation member of Global Mentorship, a group of C-Suite executives providing mentoring to emerging talent.

Appointed

9 September 2020

AusCycling Limited

ABN: 70 644 149 351

Directors' Report 31 December 2023

Information on directors

Darren Alomes	Director
Qualifications	BSc. Information Technology
Experience	Darren was elected to the BMX Australia Board in 2016 and elected Chair in 2018. He has previous governance experience with BMX South Australia where he provided support from administration and officialdom roles at all levels - club, state, nationally and internationally. Darren has over 30 years' experience in all levels of Government IT and Security, currently in Network and Cyber Security.
Appointed	8 September 2020
Jenni McLeod	Director
Qualifications	Bachelor of Social Science
Experience	Jenni has been mountain biking for 22 years, volunteering with clubs, events and trail building activities. In 2017, she founded 'Shredding Betties', Australia's first women's specific affiliated mountain bike club to connect, support and inspire women and girls with the aim of increasing female participation. For the past 10 years Jenni has worked as an on-ground political staffer applying her skills to develop and implement campaign strategies to connect and unlock capacity contained within communities. Jenni now runs her own consultancy business.
Appointed	21 September 2020
Katrina Cowan	Director
Qualifications	Bachelor of Economics, Masters Degree in Taxation, Chartered Accountant
Experience	Katrina is an experienced finance professional with 30 years of financial services experience. She is a Chartered Accountant with a Master of Tax degree and a Graduate of the Australian Institute of Company Directors. As well as finance and tax Katrina has skills in process improvement, stakeholder engagement, governance and risk. She has project management experience and extensive not for profit experience. Katrina is also a Director of Skate Australia and Ausrichter Pty Ltd.
Appointed	21 September 2020
Lee Brentzell	Director
Qualifications	Bachelor of Civil Engineering, Masters in Business Administration, Graduate Australian Institute of Company Directors
Experience	Lee is the former Chair of Mountain Bike Australia. Her varied skills set extends to strategic planning, governance, stakeholder engagement, risk management, and project and change management. Lee is an engineering professional with business qualifications and international experience in large scale capital infrastructure, and energy projects. She has more than 25 years' experience in project executive roles planning and leading large-scale transformational changes.
Appointed	8 September 2020

AusCycling Limited

ABN: 70 644 149 351

Directors' Report 31 December 2023

Information on directors

Michael Smith	Director
Qualifications	Hon DLitt, Fellow of The Australian Institute of Company Directors, (FAICD)
Experience	Michael is the current Chair of 7-Eleven Stores PL and Starbucks Australia and Director of Poppy Lissiman & Co Pty Ltd. He has previously chaired the West Coast Eagles, iiNet, the Australian Institute of Company Directors and Perth International Arts Festival. Michael is also the Principal of boutique strategic development consulting firm, Black House. Previously, he founded The Marketing Centre which provided strategic advice to many of Australia's most iconic brands for more than three decades. Michael has a long history in the development of effective strategies, managing performance and identifying critical success factors for outstanding executive team function.
Appointed	9 September 2020
Rob Nelson	Director
Qualifications	Bachelor of Business
Experience	A former surf-ski and kayak paddler, Rob turned to cycling later in life and now actively competes in masters road events having qualified for UCI Grand Fondo World Championships whilst also enjoying hitting the MTB trails. He brings over 25 years of executive and leadership experience predominantly in the sports, tourism and major events industries having held roles across surf lifesaving, rugby union and AFL and working on significant events including Sydney Olympic Games, Rugby World Cup and the Tour Down Under. He is currently Chief Executive Officer at MI Global Partners, a leading consultancy firm specialising in sport, events and place. Rob is chair of AusCycling's National Advisory Council and QLD State Advisory Council.
Appointed	8 July 2021
Ruth McColl	Director
Qualifications	Bachelor of Arts and a Bachelor of Laws
Experience	Ruth served as a judge of the NSW Court of Appeal for almost 16 years until her retirement in January 2019. She has since been appointed a Patron of Justice Connect and elected chair of the Australian Dispute Resolution Advisory Council. Among her numerous achievements, Ruth is a former President of the Judicial Conference of Australia. Her other former roles include: President of the NSW Bar Association (the first woman to serve in that role); President of the Australian Bar Association; President of NSW Women Lawyers; and President of the Public Interest Law Clearing House, the NSW forerunner of Justice Connect. In 2020 she was appointed an Assistant Commissioner of the NSW Independent Commission.
Appointed	9 September 2020
Term completed	9 September 2023

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

Results

Due to an unexpected increase in the General Personal Accident and Public Liability premiums at renewal in February, and despite our strategic initiatives and diligent efforts, the Company incurred a net loss of \$1,930k for the period to December 2023.

In order to recover the increased cost of insurance a levy was added to membership renewals from July 1st, 2023. Under accounting standards the membership income, including the levy, is recognised evenly over the period of the membership and as a consequence not all the levies can be recorded as income in the December 2023 accounts.

AusCycling Limited

ABN: 70 644 149 351

Directors' Report 31 December 2023

Results

While this is disappointing, we remain steadfast in our commitment to financial prudence and sustainable growth. By appointing insurance experts Resilient Risk Management to work in partnership with our current Broker, we are confident in our ability to navigate this challenge and deliver a sustainable insurance program for the long-term. Through open communication and proactive measures, we are dedicated to restoring profitability and creating sustainable value for our members.

Short term objectives and strategies

The growth of cycling and riding is a shared responsibility of many stakeholders. 2023 marked the third year of Horizon One of AusCycling's Strategy2032, and our short-term priority was to continue to strengthen our foundation by:

- Reinvigorating the athlete pathway and performance system – from Clubs to the National Team;
- Unifying the Sport and strengthening our Clubs;
- Leading in Bike education;
- Diversifying our revenue streams to create a sustainable economic engine;
- Refreshing the member value proposition and our product portfolio;
- Embedding our inclusion agenda;
- Optimising the capability of our people and delivery network; and
- Becoming a trusted advocate for our community infrastructure, safety, health, education and the environment.

Long term objectives

AusCycling's aspirations is to be a global leader in cycling – respected for our positive impact on and off the bike. To achieve this our strategy focuses on five key pillars:

- Unite & Empower - Create united, inclusive, and empowered communities where clubs, teams, partners & people thrive.
- Win the Hearts and Minds - Ensure every Australian child has access to bike education and inspire more Australian to ride bikes.
- Be More for More - Grow and diversify our economy by being relevant to more of the Australia cycling and riding community.
- Lasting Champions - Deliver sustained performance success on the international stage and create healthy, inspirational role models that value their connection with the sport.
- Critical Enablers – Ensuring we have the capability and capacity to deliver when and where it counts.

AusCycling Limited

ABN: 70 644 149 351

Directors' Report 31 December 2023

Principal activities

AusCycling is recognised by the Sport's International Body, Union Cycliste Internationale (UCI), and is delegated the authority by the UCI, to govern the sport of Cycling in Australia. To carry out the company's strategies and to achieve its short-term and long-term objectives, the company's principal activities during the year were the promotion and administration of cycling in Australia across all disciplines from grassroots through to the leadership and operation of the Australian Cycling Team.

Key performance indicators

The following key performance measures are used to monitor performance:

- Engagement with AusCycling events, programs and initiatives;
- Membership and participation numbers;
- Number of active coaches, officials and volunteers;
- Digital and broadcast reach and engagement;
- Australian Cycling Team performance at international events;
- Governance rating; and
- Net Surplus or Deficit.

Members' guarantee

AusCycling Limited is a company incorporated under the Corporations Act 2001 and is a company limited by guarantee. If the company is wound up, the Constitution states that each voting member is required to contribute to a maximum of \$1 each towards meeting any outstanding obligations of the company. At, 31 December 2023 the number of voting members was approximately 445. The combined total amount that voting members of the company are liable to contribute if the company is wound up is approximately \$445.

Events subsequent to reporting date

There has been no matter or circumstance, which has arisen since 31 December 2023 that has significantly affected or may significantly affect:

- a) the operations, in financial years after 31 December 2023, of the Company, or
- b) the results of those operations, or
- c) the state of affairs, in financial years subsequent to 31 December 2023, of the Company.

Remuneration of directors

No remuneration is payable to the directors of the Company.

AusCycling Limited

ABN: 70 644 149 351

Directors' Report 31 December 2023

Meetings of directors

During the financial year, 9 meetings of directors were held. Attendances by each director during the year were as follows:

	Directors' Meetings		Finance, Audit & Risk Committee Meetings	
	Number eligible to attend	Number attended	Number eligible to attend	Number attended
Craig Bingham	9	9	10	1
Anne Gripper	9	8	-	-
Brian Gallagher	9	9	-	-
Darren Alomes	9	9	10	9
Jenni McLeod	9	8	-	-
Katrina Cowan	9	9	10	7
Lee Brentzell	9	8	10	6
Michael Smith	9	9	-	-
Rob Nelson	9	9	-	-
Ruth McColl	6	5	-	-

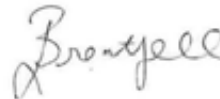
Auditor's independence declaration

The lead auditor's independence declaration in accordance with section 307C of the *Corporations Act 2001*, for the year ended 31 December 2023 has been received and can be found on page 7 of the financial report.

Signed in accordance with a resolution of the Board of Directors:



Director:
Craig Bingham



Director:
Lee Brentzell

Dated 28 March 2024



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Auditor's Independence Declaration to the Directors of AusCycling Limited

In relation to our audit of the financial report of AusCycling Limited for the financial year ended 31 December 2023 to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the *Corporations Act 2001* or any applicable code of professional conduct.

A handwritten signature in black ink that reads 'PKF' in a stylized, cursive font.

PKF
Melbourne, 28 March 2024

A handwritten signature in black ink that reads 'Kenneth Weldin' in a cursive font.

Kenneth Weldin
Partner

AusCycling Limited

ABN: 70 644 149 351

Statement of Profit or Loss and Other Comprehensive Income For the Year Ended 31 December 2023

	Note	2023 \$	2022 \$
Revenue	5	30,419,072	28,288,433
Other income	5	466,596	691,010
Operating expenses excluding finance costs	6	(32,749,778)	(28,976,366)
Finance costs		(65,522)	(68,904)
Operating deficit		(1,929,632)	(65,827)
Net gain on amalgamation		-	500,000
Result for the year		(1,929,632)	434,173
Other comprehensive income for the year		-	-
Total comprehensive income for the year		(1,929,632)	434,173

The accompanying notes form part of these financial statements.

AusCycling Limited

ABN: 70 644 149 351

Statement of Financial Position

As At 31 December 2023

	Note	2023 \$	2022 \$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents		8,467,475	9,929,294
Trade and other receivables	7	5,077,463	2,781,932
Inventory - finished goods		366,102	374,458
Other assets		62,222	230,840
TOTAL CURRENT ASSETS		<u>13,973,262</u>	<u>13,316,524</u>
NON-CURRENT ASSETS			
Property, plant and equipment	8	2,955,645	3,158,435
Right-of-use assets	9	762,606	968,033
TOTAL NON-CURRENT ASSETS		<u>3,718,251</u>	<u>4,126,468</u>
TOTAL ASSETS		<u>17,691,513</u>	<u>17,442,992</u>
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	10	1,793,702	1,339,139
Lease liabilities	9	238,770	266,381
Employee benefits	12	1,208,152	1,040,421
Other liabilities	11	12,560,403	10,789,583
TOTAL CURRENT LIABILITIES		<u>15,801,027</u>	<u>13,435,524</u>
NON-CURRENT LIABILITIES			
Lease liabilities	9	586,296	753,771
Employee benefits	12	139,982	159,857
TOTAL NON-CURRENT LIABILITIES		<u>726,278</u>	<u>913,628</u>
TOTAL LIABILITIES		<u>16,527,305</u>	<u>14,349,152</u>
NET ASSETS		<u>1,164,208</u>	<u>3,093,840</u>
EQUITY			
Retained surplus		<u>1,164,208</u>	<u>3,093,840</u>
TOTAL EQUITY		<u>1,164,208</u>	<u>3,093,840</u>

The accompanying notes form part of these financial statements.

AusCycling Limited

ABN: 70 644 149 351

Statement of Changes in Equity For the Year Ended 31 December 2023

2023

	Retained Surplus	Total
	\$	\$
Balance at 1 January 2023	3,093,840	3,093,840
Result for the year	(1,929,632)	(1,929,632)
Balance at 31 December 2023	1,164,208	1,164,208

2022

	Retained Surplus	Total
	\$	\$
Balance at 1 January 2022	2,659,667	2,659,667
Result for the year	434,173	434,173
Balance at 31 December 2022	3,093,840	3,093,840

The accompanying notes form part of these financial statements.

AusCycling Limited

ABN: 70 644 149 351

Statement of Cash Flows For the Year Ended 31 December 2023

	2023	2022
Note	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES:		
Receipts from customers	35,243,863	36,374,378
Payments to suppliers and employees	(36,036,491)	(31,497,876)
Interest received	256,938	86,349
Interest paid	(65,522)	(68,904)
Net cash used in operating activities	<u>(601,212)</u>	<u>4,893,947</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from sale of plant and equipment	1,497	27,272
Purchase of property, plant and equipment	(575,019)	(882,110)
Net cash used in investing activities	<u>(573,522)</u>	<u>(854,838)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Principal repayments of lease liabilities	(287,085)	(293,644)
Net cash provided by financing activities	<u>(287,085)</u>	<u>(293,644)</u>
Net increase/(decrease) in cash and cash equivalents held	(1,461,819)	3,745,465
Cash and cash equivalents at beginning of year	<u>9,929,294</u>	<u>6,183,829</u>
Cash and cash equivalents at end of financial year	<u><u>8,467,475</u></u>	<u><u>9,929,294</u></u>

The accompanying notes form part of these financial statements.

AusCycling Limited

ABN: 70 644 149 351

Notes to the Financial Statements For the Year Ended 31 December 2023

1 Corporate Information

The financial report is for the entity AusCycling Limited ('AusCycling' or 'the Company'). AusCycling is a Company, incorporated on 8 September 2020 and domiciled in Australia. AusCycling is a not-for-profit entity for the purpose of preparing the financial statements. The functional and presentation currency of AusCycling Limited is Australian dollars.

On 1 November 2020, AusCycling became established as the governing body for all disciplines of cycling in Australia, including road, track, mountain biking and BMX. The amalgamation was formed on and subsequent to that date by the transfer to AusCycling of all assets and undertakings of the former National Sporting Organisation, Cycling Australia, the state and territory cycling bodies (noting BMX WA and Cycling NSW joined on 1 April and 9 August 2021, respectively) with the exception of West Cycle, and the bodies of the cycling disciplines.

The financial report was approved by the directors as at the date of the directors' declaration.

2 Basis of Preparation

The financial statements are general purpose financial statements that have been prepared in accordance with the Australian Accounting Standards - Simplified Disclosures and the Corporations Act 2001.

The financial statements have been prepared on an accruals basis and are based on historical costs modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities. Material accounting policy information relating to the preparation of these financial statements are presented below, and are consistent with prior reporting periods unless otherwise stated.

The Company has adopted the amendments to AASB 101 Presentation of Financial Statements which require only the disclosure of material accounting policy information rather than significant accounting policies and therefore policy information which does not satisfy one of the following requirements has been removed from these financial statements:

- Relates to change in accounting policy
- Policy has been developed in the absence of an explicit accounting standard requirement
- Documents an accounting policy choice
- Relates to an area of significant judgement or estimation
- Relates to a complex transaction and is required to explain the treatment to the user.

Correction of prior year reported figures

In 2023 management have reassessed how Athlete levies have been recognised. In prior years this was recognised as revenue with an offsetting Athlete expense. In the current year these charges have been classified as a reimbursement of charges and are no longer grossed up as revenue and expenses. The Company has elected to restate the prior years (2022) comparative to remove both the revenue and expenditure recognised for Athlete levies. This restatement reduces the revenue and expenditure by \$591,044 and has no net impact on the surplus for the year.

3 Material Accounting Policy Information

(a) Revenue and other income

Application of AASB 15 Revenue from contracts with customers (AASB 15) and AASB 1058 Income of Not-for-Profit Entities (AASB 1058)

AASB 15 provides a single comprehensive model for revenue recognition arising from contracts with customers and clients. The core principle of the standard as it applies to the Company is that revenue recognition depicts the transfer of promised services to clients (including government) at an amount that reflects the consideration entitlement expected in exchange for those services. The standard applies a contract-based revenue recognition model with a measurement approach that is based on an allocation of the transaction price.

Notes to the Financial Statements

For the Year Ended 31 December 2023

3 Material Accounting Policy Information

(a) Revenue and other income

AASB 1058 addresses transactions that are not contracts with customers. The timing of income recognition under AASB 1058 is dependent upon whether the transaction gives rise to a liability or other performance obligation at the time of receipt. Income under the standard is recognised where: an asset is received in a transaction, such as by way of grant, bequest or donation; there has either been no consideration transferred, or the consideration paid is significantly less than the asset's fair value; and where the intention is to principally enable the entity to further its objectives.

Generally, the timing of the payment for the provision of goods or services corresponds closely to the timing of satisfaction of the performance obligations, however where there is a difference, it will result in the recognition of a receivable, contract asset or contract liability (classified as revenue received in advance).

None of the revenue streams of the Company have any significant financing terms as there is less than 12 months between receipt of funds and satisfaction of performance obligations.

The Company recognises revenue from the following major sources:

- grant income from various Government and private bodies;
- rendering of services;
- conducting events;
- commercial sponsorship agreements; and
- provision of membership and directly related services.

Grant Income

Grant income is received by the Company from agreements with Government and private bodies for a range of projects and initiatives. These may include both operating and capital grants.

Operating grant revenue within the scope of AASB 15 is recognised over time as the distinct performance obligations set out within the grant agreement are satisfied. Capital grants are recognised progressively over time as the underlying asset is constructed.

Income from grants without any sufficiently specific performance obligations is recognised when the Company has an unconditional right to receive cash, which usually coincides with the receipt of cash.

Rendering of services

Revenue from the rendering of services is recognised upon the delivery of the service to the customers.

Events revenue

Revenue from organising and hosting events, including corporate partnerships, is recognised at the point in time the events are conducted.

Notes to the Financial Statements

For the Year Ended 31 December 2023

3 Material Accounting Policy Information

(a) Revenue and other income

Sponsorship revenue

Sponsorship revenue is recognised over time on a straight-line basis over the sponsorship contract period, unless the sponsorship is payable on achieving specified performance obligations, in which case revenue is recognised on the completion of the performance obligation.

Membership and similar revenue

Membership, insurance and licensing fees, service fees, donations, and other revenue are recognised over time as the related services are delivered.

Other Income

Other income is recognised on an accruals basis when the Company is entitled to it.

(b) Income Tax

The income of the Company is exempt from income tax, and accordingly, no provision has been made in the financial statements for income tax payable.

(c) Financial instruments

All recognised financial assets are subsequently measured in their entirety at amortised cost.

Impairment of receivables

Impairment of receivables has been determined using the simplified approach in AASB 9 which uses an estimation of lifetime expected credit losses.

(d) Plant and equipment

Each class of plant and equipment is carried at cost less, where applicable, any accumulated depreciation and impairment.

Depreciation

Plant and equipment, is depreciated on a straight-line basis over the asset's useful life to the Company.

The depreciation rates used for each class of depreciable asset are shown below:

Fixed asset class	Depreciation rate
Plant and Equipment	10 - 33%
Motor Vehicles	20 - 35%
Computer Equipment	25 - 33%
Performance support assets	10 - 33%
Leasehold improvements	10 - 50%

Notes to the Financial Statements

For the Year Ended 31 December 2023

3 Material Accounting Policy Information

(e) Leases

A right-of-use asset is depreciated using the straight-line method from commencement date to the end of the lease term.

Adoption of short term leases and low value asset exceptions

The Company has elected to apply the exceptions to lease accounting for both short-term leases (i.e. leases with a term of less than or equal to 12 months) and leases of low-value assets. The Company recognises the payments associated with these leases as an expense on a straight-line basis over the lease term.

(f) Adoption of new and revised accounting standards

The Company has adopted all of the new standards and interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to its operations and effective for the current reporting period. No material changes were noted from the adoption of these standards.

4 Critical Accounting Estimates and Judgements

Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on amounts recognised in the financial statements are described in the following notes:

- note 3(a) - grant income (determination of whether the contract includes sufficiently specific performance obligations)
- note 3(d) - property, plant and equipment (determination of useful lives)
- note 3(e) - leases (determination of lease terms)

AusCycling Limited

ABN: 70 644 149 351

Notes to the Financial Statements For the Year Ended 31 December 2023

5 Revenue and Other Income

	2023	2022
	\$	\$
Revenue from contracts with customers		
- Event income	4,402,557	4,121,933
- Grants	17,142,464	16,467,477
- Member subscriptions	7,367,483	6,409,820
- Participation income	441,425	542,948
- Sponsorship revenue	887,428	548,017
- Equipment and merchandise sales	177,715	198,238
Total Revenue	30,419,072	28,288,433
Other Income		
- Sundry income	209,658	604,661
- Interest income	256,938	86,349
	466,596	691,010
Total Revenue and Other Income	30,885,668	28,979,443

Disaggregation of revenue from contracts with customers

The disaggregation of revenue from contracts with customers is as follows:

Timing of revenue recognition

- Goods & services transferred over time	25,838,800	23,968,262
- Goods & services transferred at a point in time	4,580,272	4,121,933
Revenue from contracts with customers	30,419,072	28,090,195

AusCycling Limited

ABN: 70 644 149 351

Notes to the Financial Statements For the Year Ended 31 December 2023

6 Other expenses excluding finance costs

	2023	2022
	\$	\$
Employee benefits expense	13,708,733	12,957,849
Insurance expense	4,321,076	2,628,244
Event expenses	4,037,156	4,636,406
Travel expenses	4,093,706	3,439,219
Depreciation and amortisation expense	818,565	788,876
Athlete expenses	646,390	921,599
Marketing and sponsorship expenses	515,692	272,992
Loss on disposal of plant and equipment	255,173	4,373
Consulting services	1,306,315	598,477
Other operating expenses	3,046,972	2,728,331
	32,749,778	28,976,366

7 Trade and Other Receivables

	2023	2022
	\$	\$
Trade receivables	2,202,319	1,166,203
Provision for impairment	(57,197)	(74,698)
	2,145,122	1,091,505
Prepayments	2,526,855	1,088,769
Deposits	5,486	15,350
Other receivables	400,000	586,308
Total current trade and other receivables	5,077,463	2,781,932

Other receivables includes \$400,000 in relation to the final amalgamation payment from Cycling NSW (2022: \$500,000).

AusCycling Limited

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Notes to the Financial Statements For the Year Ended 31 December 2023

8 Property, plant and equipment

	2023	2022
	\$	\$
Plant and equipment		
At cost	709,841	1,036,444
Accumulated depreciation	(471,102)	(420,666)
Total plant and equipment	<u>238,739</u>	<u>615,778</u>
Motor vehicles		
At cost	350,586	351,685
Accumulated depreciation	(144,619)	(104,510)
Total motor vehicles	<u>205,967</u>	<u>247,175</u>
Computer equipment		
At cost	521,640	448,959
Accumulated depreciation	(206,169)	(176,261)
Total computer equipment	<u>315,471</u>	<u>272,698</u>
Leasehold Improvements		
At cost	1,074,360	1,081,698
Accumulated depreciation	(388,274)	(287,995)
Total leasehold improvements	<u>686,086</u>	<u>793,703</u>
Performance Support Assets		
At cost	1,673,961	1,361,802
Accumulated depreciation	(164,579)	(132,721)
Total performance support assets	<u>1,509,382</u>	<u>1,229,081</u>
Total property, plant and equipment	<u><u>2,955,645</u></u>	<u><u>3,158,435</u></u>

AusCycling Limited

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Notes to the Financial Statements For the Year Ended 31 December 2023

8 Property, plant and equipment

Movements in Carrying Amounts

Movement in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year:

	Plant and Equipment	Motor Vehicles	Computer Equipment	Leasehold Improvements	Performance support assets	Total
	\$	\$	\$	\$	\$	\$
Year ended 31 December 2023						
Balance at the beginning of year	615,778	247,175	272,698	793,703	1,229,081	3,158,435
Additions	41,516	-	161,722	-	371,781	575,019
Disposals	(197,377)	(1,099)	(39,618)	(2,037)	(16,539)	(256,670)
Depreciation expense	(221,178)	(40,109)	(79,331)	(105,580)	(74,941)	(521,139)
Balance at the end of the year	238,739	205,967	315,471	686,086	1,509,382	2,955,645

9 Leases

The Company as a lessee

The Company has leases over a range of assets including property (including velodromes) and photocopiers.

Terms and conditions of leases

Property leases range between 12 months to 10 years in duration. Leases of photocopiers are generally for a term of 4 years.

Right-of-use assets

	Property	Photocopier	Total
	\$	\$	\$
Year ended 31 December 2023			
Balance at beginning of year	734,858	233,175	968,033
Additions to right-of-use assets	91,999	-	91,999
Depreciation charge	(246,571)	(50,855)	(297,426)
Balance at end of year	580,286	182,320	762,606

AusCycling Limited

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Notes to the Financial Statements For the Year Ended 31 December 2023

9 Leases

Lease liabilities

The maturity analysis of lease liabilities based on contractual undiscounted cash flows is shown in the table below:

	< 1 year	1 - 5 years	> 5 years	Total undiscounted lease liabilities	Lease liabilities included in this Statement Of Financial Position
	\$	\$	\$	\$	\$
2023					
Lease liabilities	340,242	501,924	157,575	999,741	825,066
2022					
Lease liabilities	329,347	702,012	218,215	1,249,574	1,020,152

10 Trade and Other Payables

	2023	2022
	\$	\$
CURRENT		
Trade payables	927,194	539,876
Indirect tax balances payable	90,065	48,678
Accrued expense	557,471	655,835
Superannuation payable	218,972	94,750
Trade and Other Payables	1,793,702	1,339,139

11 Other Liabilities

	2023	2022
	\$	\$
CURRENT		
Membership revenue in advance	2,632,074	2,362,214
Grants revenue in advance	9,343,119	8,312,230
Other revenue in advance	585,210	115,139
	12,560,403	10,789,583

AusCycling Limited

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Notes to the Financial Statements For the Year Ended 31 December 2023

12 Employee Benefits

(a) Current

	2023	2022
	\$	\$
Long service leave	402,160	322,497
Annual leave	791,143	695,083
Other employee benefits	14,849	22,841
	<u>1,208,152</u>	<u>1,040,421</u>

(b) Non-current

	2023	2022
	\$	\$
Long service leave	139,982	159,857
	<u>139,982</u>	<u>159,857</u>

13 Auditors' Remuneration

During the financial period the following fees were paid or payable for services provided by PKF Melbourne, the auditor of the Company:

	2023	2022
	\$	\$
Remuneration of the auditor, for:		
- auditing or reviewing the financial statements	50,000	41,000
	<u>50,000</u>	<u>41,000</u>

14 Key Management Personnel Disclosures

The aggregate remuneration paid to key management personnel of the Company for the year was \$ 2,131,968 (2022: \$2,303,240). Directors do not receive any remuneration.

AusCycling Limited

ABN: 70 644 149 351

Notes to the Financial Statements For the Year Ended 31 December 2023

15 Related Parties

(a) Transactions with related parties

AusCycling is the sole member of Wollongong 2022 Limited (W2022), a company limited by guarantee. During the prior year Wollongong 2022 fulfilled its primary responsibility by successfully delivering the 2022 UCI Road World Championships. As the sole purpose of the entity has been fulfilled, W2022 has started proceedings to be formally liquidated with all contractual obligations novated to AusCycling. As at 31 December 2023 all funds have been distributed to Destination NSW.

AusCycling Limited is the sole member of 2025 UCI Gran Fondo World Championships Limited (2025 UCI Gran Fondo), a company limited by guarantee, incorporated on 16 September 2020. 2025 UCI Gran Fondo's primary responsibility is the successful delivery of the 2025 UCI Gran Fondo world championship. At 31 December 2023, 2025 UCI Gran Fondo had net liabilities of \$1,268.

There were no other transactions with related parties during the current period ending 31 December 2023.

16 Contingent liabilities

The Company had no contingent liabilities as at 31 December 2023 (2022: NIL).

17 Events after the end of the Reporting Period

No matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Company, the results of those operations or the state of affairs of the Company in future financial years.

18 Statutory Information

Registered office

The registered office and principal place of business of the company is:

AusCycling Limited
Level 5 South Tower, 459 Collins Street
Melbourne VIC 3000

AusCycling Limited

ABN: 70 644 149 351

Directors' Declaration

The directors of the Company declare that:

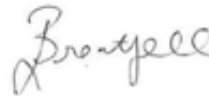
1. The financial statements and notes, as set out on pages 8 to 22, are in accordance with the *Corporations Act 2001* and:
 - a. comply with Australian Accounting Standards - Simplified Disclosures and the *Corporation Regulations 2001*; and
 - b. give a true and fair view of the financial position as at 31 December 2023 and of the performance for the year ended on that date of the Company.
2. In the directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.



Director

Craig Bingham



Director

Lee Brentzel

Dated 28 March 2024

Independent Audit Report to the Members of AusCycling Limited

Opinion

We have audited the accompanying financial report of AusCycling Limited (the company), which comprises the statement of financial position as at 31 December 2023, the statements of profit or loss and other comprehensive income, changes in equity, and cash flows for the year then ended, notes comprising a summary of material accounting policies and other explanatory information, and the directors' declaration.

In our opinion, the financial report is in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the company's financial position as at 31 December 2023 and of its performance for the year ended on that date; and
- (b) complying with Australian Accounting Standards – Simplified Disclosures, and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report.

We are independent of the company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Directors' Responsibilities for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with the Australian Accounting Standards – Simplified Disclosures and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

As part of an audit in accordance with Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, action taken to eliminate threats or safeguards applied.



PKF
Melbourne, 28 March 2024



Kenneth Weldin
Partner



Agenda Annexure C – Minutes from the 2023 Annual General Meeting



Minutes
of the
AusCycling (AC) 2023 Annual General Meeting (AGM)
Saturday 13th May – 1.00pm
via
Lumi Platform (Virtual Meeting)

1. OPENING AND ATTENDANCE

Mr Bingham welcomed all attendees and opened the meeting at 1.00pm.

The attendance list can be found listed in **Appendix A**.

The following was noted:

- 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. MINUTES

2.1. Confirmation of minutes of 2021 AGM (adjourned)

The minutes of the 2021 adjourned AGM were presented to Members for approval. No amendments were noted.

RESOLUTION: To confirm the minutes of the 2021 Annual General Meeting (adjourned)

RESULT: The resolution passed.

2.2. Confirmation of minutes of 2022 AGM

The minutes of the 2022 AGM were presented to Members for approval. No amendments were noted.

RESOLUTION: To confirm the minutes of the 2022 Annual General Meeting.

RESULT: The resolution passed.

3. AC CHAIR ADDRESS AND UPDATE

The Chair addressed the Members and provided an overview of the observations of the last 12 months.

The CEO presented on the progress, highlights, and issues across last 12 months. The presentation can be found in **Appendix B**.

4. 2022 ANNUAL FINANCIAL REPORT AND AUDITORS REPORT

Mr Bingham introduced AusCycling Chief Operations Officer, Kate Palmer to present the 2022 Financial Report and Auditors Report to the Members. It was noted that AusCycling Finance, Audit and Risk Committee Chair, Chris Miller was an apology for the meeting.

Ms Palmer presented to the Members on an overview and key highlights of the audited Financial Report within the 2022 Annual Report. This formed part of the presentation which can be found in **Appendix B**.

5. ELECTION OF ELECTED DIRECTORS

Due to Mr Bingham being nominated for election at the meeting, AusCycling Director, Michael Smith was appointed to Chair this section of the meeting.

5.1. Expiring/Vacant Directorships

As per the transition arrangements outlined in the AusCycling Constitution, the following Directors have terms ending at this AGM and are eligible for re-election.

- Craig Bingham (Chair)
- Lee Brentzell
- Darren Alomes

5.2. Nominations

It was confirmed that 6 nominations were deemed eligible by the AusCycling People Committee:

- Craig Bingham
- Lee Brentzell
- Darren Alomes
- Chloe Hosking
- Jack Lindsay
- John Nicholson

The Nominee applications and voting procedures were provided with the meeting papers.

5.3. Process

The election of Elected Director positions was conducted by a 'first past the post' ballot, as per the AusCycling Constitution, and took place via the Lumi AGM platform voting system across three phases of voting. It was confirmed that in accordance with clause 13.2(c)(iii) of the Constitution, of the three Elected Directors elected at the 2023 AGM:

- one will hold office for a term of two years; and
- two will hold office for a term of three years.

5.4. Result

First Vote

Mr Smith acknowledged and thanked the candidates and opened the voting system for the first Director position.

Mr Howman confirmed the following result in relation to the first vote.

- **RESULT:** Craig Bingham was elected for a term of three years.

Second Vote

Mr Smith opened the voting system for the second Director position.

Mr Howman confirmed the following:

- **RESULT:** Lee Brentzell was elected for term of three years.

Third Vote

Mr Smith opened the voting system for the third Director position.

Mr Howman confirmed the following:

- **RESULT:** Darren Alomes was elected for term of two years.

6. SPECIAL BUSINESS

6.1. Life Membership Nominations

The Chair proposed that the following resolutions be considered as special resolutions of the meeting:

RESOLUTION: THAT Hilton Clarke OAM be elected as a Life Member of AusCycling Limited.

RESULT: The resolution passed.

RESOLUTION: THAT Toireasa Gallagher be elected as a Life Member of AusCycling Limited.

RESULT: The resolution passed.

RESOLUTION: THAT Duncan Murray be elected as a Life Member of AusCycling Limited.

RESULT: The resolution passed.

7. GENERAL BUSINESS

7.1. Meritorious Medal Recipients

The Meritorious Medal recipients were noted and congratulated. The full list of recipients can be found in the presentation in **Appendix B**.

7.2. Volunteer of the Year Award

The Volunteer of the Year recipients were noted and congratulated. The full list of recipients can be found in the presentation in **Appendix B**.

With no further business, the meeting closed at 2.45pm.



Craig Bingham

CHAIR

13 May 2023

DATE

Appendix A to the Meeting Minutes

AusCycling 2023 Annual General Meeting

13th May 2023

Attendance List

AUSCYCLING BOARD

Name	Position
Craig Bingham	Chairman
Lee Brentzell	Director
Darren Alomes	Director
Brian Gallagher	Director
Rob Nelson	Director / National Advisory Council Chair
Jenni McLeod	Director
Katrina Cowan	Director
Ruth McColl	Director

AUSCYCLING EXECUTIVE LEADERSHIP TEAM

Name	Position
Marne Fechner	Chief Executive Officer
Kate Palmer	Chief Operations Officer
Matt Pinkney	EGM – Media
Nick Hannan	EGM – Government Strategy
Kipp Kaufmann	EGM – Sport
Jesse Korf	EGM - Performance
Georgia Pace	Head of Organisation Development – Minutes

AUSCYCLING MEMBER CLUBS – REGISTERED VOTING CLUB DELEGATES

Club	Registered Voting Delegate
Adelaide Mountain Bike Club	James Irving
Albany Cycling Club	Keith Symes
Albany Mountain Bike Club Inc	Dora Adeline
Albury Wodonga Cycling Club Incorporated	Karen Mann
Alice Springs Cycling Club	Michael Heyburn
Alpine Cycling Club	Jon Presswell
Armidale Cycling Club	Adam Edwards
Ballina Bicycle Club	Richard Hughes
Bankstown Sports Cycling Club	David Moiler
Batemans Bay Mountain Bike Club Inc	Jamie Clout

AUSCYCLING MEMBER CLUBS – REGISTERED VOTING CLUB DELEGATES

Club	Registered Voting Delegate
Bathurst Cycling Club	David Hyland
Bayside BMX Club	Sean O'Connor
Beechworth Chain Gang	Lynn Frerichs
Bendigo Mountain Bike Club	Stuart MacGregor
Brisbane Cycling Club	Giuseppe Ferretti de Luca
Brunswick Cycling Club	Ben Eltringham-Smith
Bunbury BMX Club	Carla Jarvis
Bundaberg Cycling Club	Wayne Morden
Byford BMX Club	Daniel Lander
Byron Bay Cycle Club Inc	Mathew Johnson
Camden Cycle Club	David Hunt
Canberra Cycling Club	David Parker
Canberra Off-Road Cyclists	Matt Battye
Carnegie Caulfield Cycling Club	Robin Donohue
Castlemaine Rocky Riders Mountain Bike Club Inc	Frank Forster
Central Australian Rough Riders	David Atkins
Central Coast Cycling Club	Phillip Campbell
Central Districts Cycling Club	Dion Risborg
Cheeky Riders	Kimmy Taranto
Chelsea & Peninsula Cycling Club	Geoffrey O'Loghlen
Coburg Cycling Club	Damion de Soto
Cockburn BMX Club	Kirk Taylor
Cooloola BMX Club	Richard Plukaard
Cooma Cycling Club	Peter Coumbis
Coral Isle Cyclists	Aaron Donohoe
Cross Keys BMX Club	Janie Taylor
Cycling Benefits	Andrew Fisher
Darwin Cycling Club	Charles Webb
Dulwich Hill Bicycle Club	David Dight
Eastern Goldfields Cycle Club	Renny Leo
Footscray Cycling Club	Miles da Costa
Gawler BMX Club	Lenard Christie
Geelong and Surf Coast Cycling Club Inc.	Barry Campbell
Geelong Mountain Bike Club	Alan Flaherty
Geraldton MTB Club Incorporated	Nicky Martin
Gold Coast Cycling Club	Tim Hutch
Greenvalleys Mountain Bike Club	Nick Haertsch
Hamilton Wheelers Cycling Club	Wayne Wilson
Happy Valley BMX Club	Scott Rouvray

AUSCYCLING MEMBER CLUBS – REGISTERED VOTING CLUB DELEGATES

Club	Registered Voting Delegate
Hawthorn Cycling Club	Jen Szuster
Hedland BMX Club	Jason Langford
Hills BMX Club	Catherine Hopkins
Inverell Cycling Club	Zak Sunderland
Italo Australian Cycling Club	Geoff Diamond
Jindabyne Cycling Club	Kent Carpenter
Jingili BMX Club	Jacqui Dobson
Kangaroo Point Cycling Club	Betty Bathersby
Knox BMX Club	Troy Tormay
Lane Covelo	Arthur Clark
Launceston Mountain Bike Club	Peter Bird
Lifecycle Cycling Club	Lachlan Gray
Lilydale BMX Club	Belinda O'Grady
Macarthur BMX Club	Fred Furner
Macksville Cycle Club	Peter Joyce
Maitland Tenambit BMX Club	Melissa Ott
Manly Warringah Cycling Club	Grant Kepler
Mansfield Mt Buller Cycling Club	Bruce Halket
Marconi Cycling Club Incorporated	Brad Hooker
Maroondah BMX Club (Eastfield Eagles)	Bill Hendriks
Midland Cycle Club Inc.	Mark Williamson
Mildura BMX Club	Rob Faux
Mildura-Coomealla Cycling Club	Shaun James
Mt Cotton Riders Alliance Inc	Nigel Kruger
Mudgee Cycle Club	Rowan Rowlands
Murraylands Cycling Club Inc.	Doug Issell
Nambucca Valley Cycle Club	Alison Pope
Neo Cycling Club	Sinclair Taylor
Nhulunbuy BMX Club	Mark Winter
Noble Park Dandenong Cycling Club	Chris Star
North Western Sydney Cycling Club	Jeff Taggart
Northern Beaches Cycling Club Inc	Chris Howard
Northern BMX Club	Gail Dack
Northern Vets Cycling Club	Craig Frost
Nowra Velo Club Inc.	Douglas Holland
Parklife Cycling Club	Ben Thompson
Parramatta Cycling Club	Philip Gates
Peel District Cycling Club Inc	Mark Glorie
Peel Districts Mountain Bike Club Inc	Benjamin Witton

AUSCYCLING MEMBER CLUBS – REGISTERED VOTING CLUB DELEGATES

Club	Registered Voting Delegate
Peloton Sports	Benjamin Ware
Penrith BMX Club	Melissa Page
Plenty Gorge MTB	Rachael Bye
Portland BMX Club	Trudy Thorp
Preston Cycling Club	Angelo Sirianni
Proserpine BMX Club	Julie Dries
Redlands Cycling & Multisport Club	Robin Cain
Ride Blue Mountains Inc.	Paul Freeman
Rockhampton Cycling Club	Peter Buchanan
Rockingham BMX Club	Anneliese Bond
Roues Chaudes Cycling Club Inc	Paul Perich
Roues Chaudes Cycling Club Inc	Paul Perich
Sarina & District BMX Club	Amanda Vincent
Satellite City BMX Club	Ashley Johns
Shepparton Cycling Club	Fiona Fahy
Skinny Lattes Cycling Club	Felicity Laing
South Coast Cycling Club	Jarrood Currie
South Perth Cycle Club	Daniel Harvey
Southern City BMX Club	Graham Rogers
Southern Cross Cycle Club	Matt Beggs
Southern Districts BMX Club	Nic Marshall
Southern Masters Cycling Club	Martyn Hughes
Southside BMX Club	Sandra Wilson Savill
Spokes Cycle Club	Andrew Toovey
St George Cycling Club	Jeffrey Barrett
St Kilda Cycling Club	Tom Reynolds
Sunbury BMX Club	Russell Hocking
Sunbury Cycling Club	Peter McNulty
Suncoast Hinterland BMX Club	Jaclyn Smith
Sunshine Coast Cycling Club	Phil Lawes
Sydney BMX Club	Adrian Topping
Sydney Cycling Club	Romy Poxleitner
Sydney University Velo Club	Alan Robinson
Tea Tree Gully BMX Club	Kerry Wordley
The Cove BMX Club	Trevor Wigg
Tom Price BMX club	Kieren Day
Townsville Cycle Club	David Radford David Radford
Track Cycling WA	Ross Denford
University of Queensland Cycling Club	John Tunney

AUSCYCLING MEMBER CLUBS – REGISTERED VOTING CLUB DELEGATES

Club	Registered Voting Delegate
Vikings Cycling Club	Michael Buerger
Wagga Wagga Cycling Club	Fiona Fahy
Wanneroo BMX Club	John Bennetts
Waratah Masters Cycling Club Inc.	Joanne Cameron
Warrnambool BMX Club	Kristi Keilar
Western Sydney Mountain Bike Club Inc	Matthew Padula
Westside BMX Club	Faye Ratajczak
Westside Cycle Club	Matthew Rodd
Wheatbelt Cycling Collective (Cycling Inc.)	Michael Chin
Woorree Park BMX Club	Fleur Bishop
X-Speed Australia Cycle Club	Greg Dohler
Yamba Cycling Club	Andrew Ford
You Yangs Mountain Bike Inc	Scott Kindred
ZSUN Cycling Club	Iliada Bolton

AUSCYCLING MEMBER CLUBS – PROXY LIST

Club	Vote Preference	Voting Direction
Adelaide University Cycling Club	In favour of the Chairperson	As they see fit
Alice Springs Cycling Club	Nominate a specific person	As they see fit
Atherton BMX Club	In favour of the Chairperson	As they see fit
Bathurst BMX Club	In favour of the Chairperson	Specifically
Blackburn Cycling Club	In favour of the Chairperson	Specifically
Cape Range Riders Inc	In favour of the Chairperson	As they see fit
Colac Veterans Cycling Club	In favour of the Chairperson	As they see fit
Cradle Coast Cycling Club	In favour of the Chairperson	As they see fit
Cradle Coast Mountain Bike Club Inc	In favour of the Chairperson	As they see fit
Darling Downs Cycling Club	In favour of the Chairperson	As they see fit
Darwin Off-Road Cyclists	In favour of the Chairperson	As they see fit
Fraser Coast Cycling Club	In favour of the Chairperson	As they see fit

AUSCYCLING MEMBER CLUBS – PROXY LIST

Club	Vote Preference	Voting Direction
Geelong BMX Club	In favour of the Chairperson	As they see fit
Gold Coast Mountain Bike Club	In favour of the Chairperson	As they see fit
Inside Line Inc	In favour of the Chairperson	As they see fit
Kangaroo Point Cycling Club	Nominate a specific person	As they see fit
Launceston City Cycling Club	In favour of the Chairperson	As they see fit
Mersey Valley Devonport Cycling Club	In favour of the Chairperson	Specifically
Midland Cycle Club Inc.	Nominate a specific person	As they see fit
Mount Gambier Mountain Bike Club Inc.	In favour of the Chairperson	As they see fit
Nerang BMX CLUB	In favour of the Chairperson	As they see fit
New England Mountain Bikers Inc	In favour of the Chairperson	Specifically
North Brisbane Mountain Bike Club	In favour of the Chairperson	Specifically
Norwood Cycling Club	In favour of the Chairperson	As they see fit
Orange Cycle Club	Nominate a specific person	As they see fit
Pedal Heads Inc.	In favour of the Chairperson	As they see fit
Proserpine BMX Club	Nominate a specific person	As they see fit
Red Centre BMX Club	In favour of the Chairperson	As they see fit
Redlands BMX Club	In favour of the Chairperson	Specifically
Shepparton Cycling Club	Nominate a specific person	As they see fit
Sutherland Shire Cycling Club	In favour of the Chairperson	As they see fit
Sydney BMX Club	Nominate a specific person	As they see fit
Townsville Rockwheelers	In favour of the Chairperson	As they see fit
Tuggeranong BMX Club	In favour of the Chairperson	As they see fit
Warrnambool Cycling Club	In favour of the Chairperson	As they see fit

GUESTS

Name	Position
David Howman	Scrutineer
Tuan Vo	Lumi Tech Team
Amelia Lynch	Lander & Rogers



Appendix B to the 2023 Meeting Minutes – AGM Presentation



Annual General Meeting

Saturday 13th May 2023

ONLINE ATTENDEES – TEXT QUESTION PROCESS

Select the messaging tab and type your question in the “Ask a question” box.

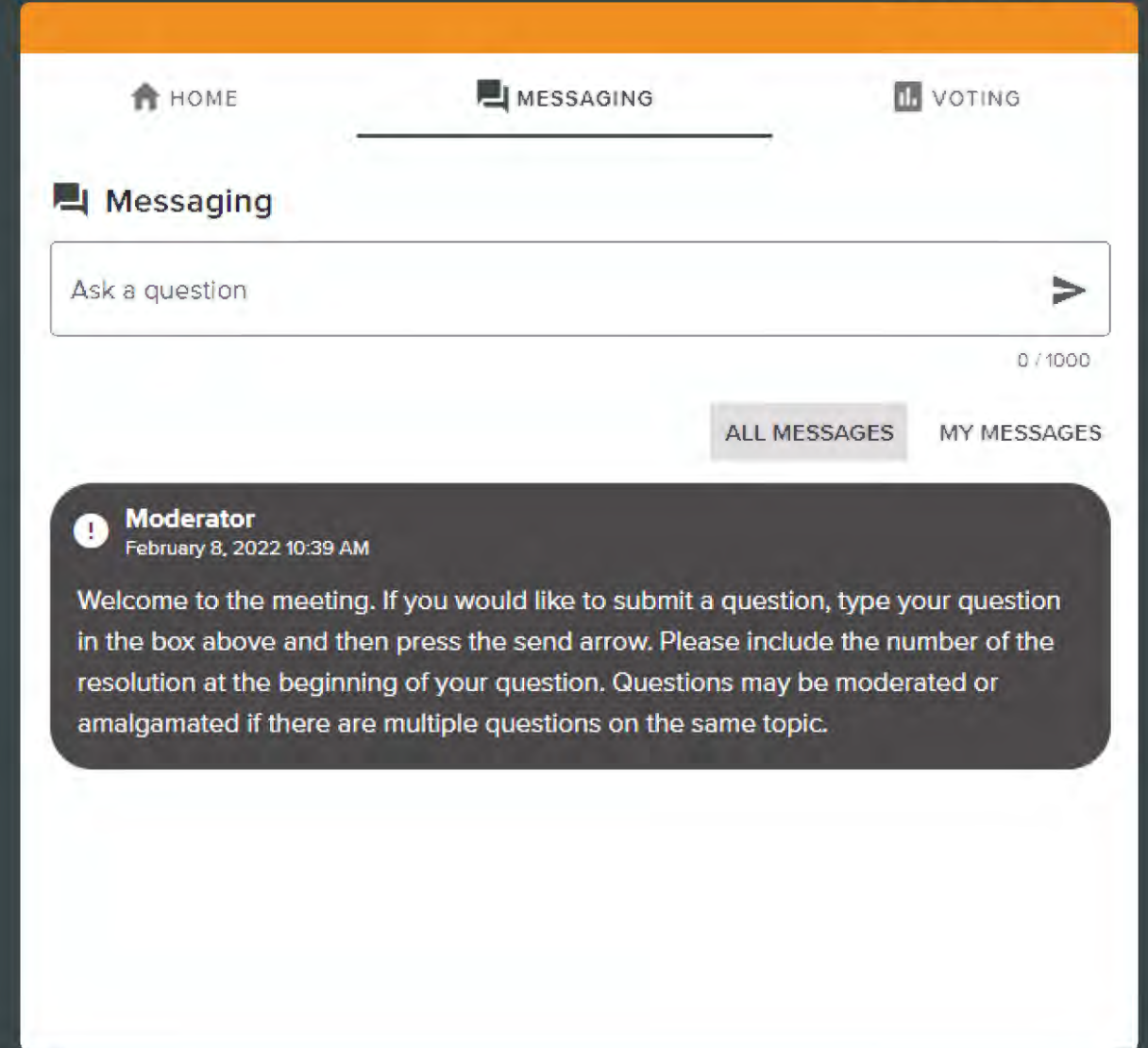


Press the send arrow to submit your message for review.



✓ Received

Your submitted questions along with any written responses from the meeting team can be found by selecting “My Messages”



HOME MESSAGING VOTING

Messaging

Ask a question

0 / 1000

ALL MESSAGES MY MESSAGES

Moderator
February 8, 2022 10:39 AM

Welcome to the meeting. If you would like to submit a question, type your question in the box above and then press the send arrow. Please include the number of the resolution at the beginning of your question. Questions may be moderated or amalgamated if there are multiple questions on the same topic.

ONLINE ATTENDEES – VOTING

When open, the vote will be accessible by selecting the voting tab at the top of the screen



To vote simply select the direction in which you would like to cast your vote. The selected option will change colour

For



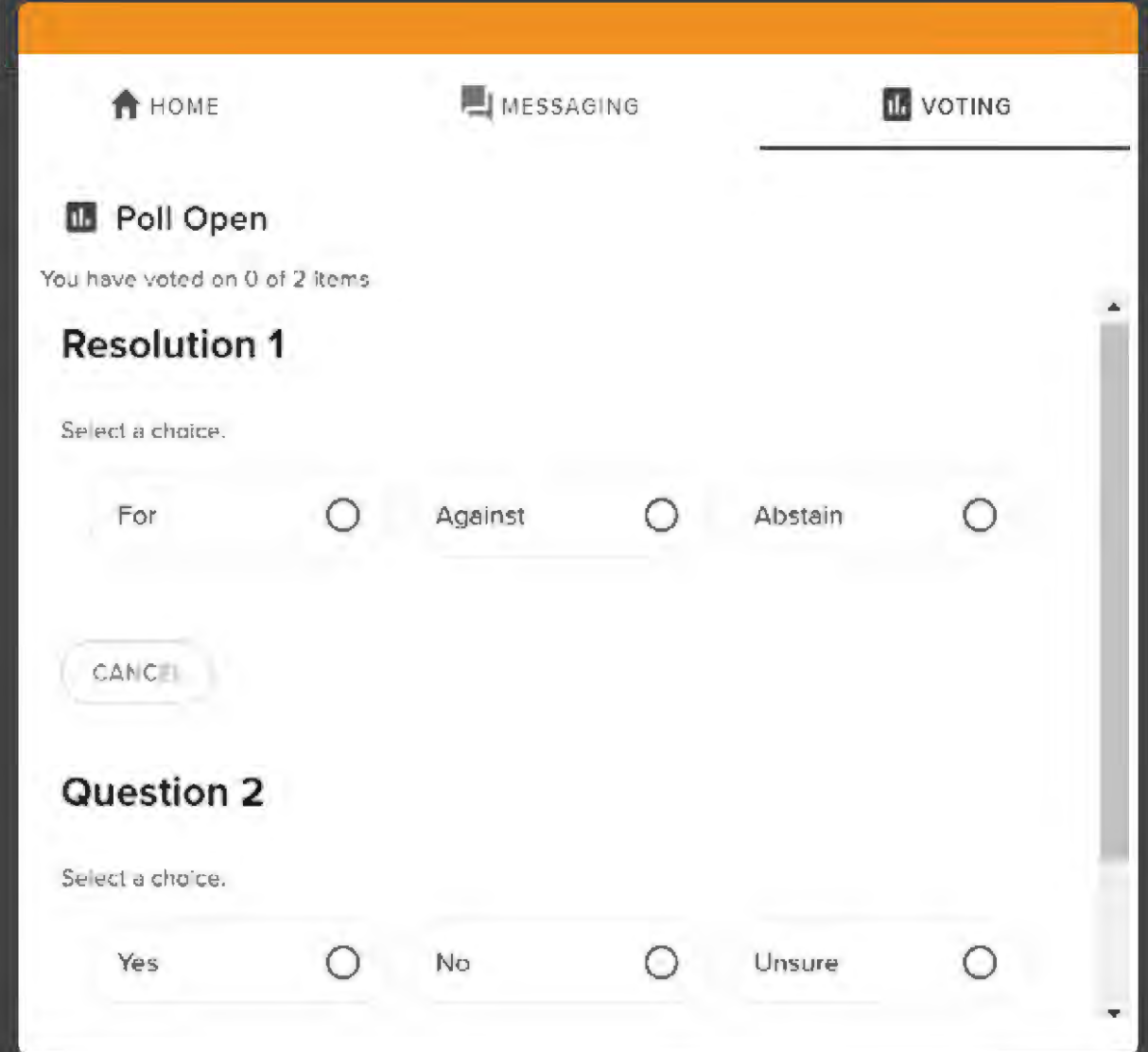
Against



Abstain



There is no submit or send button, your selection is automatically recorded. You can change your mind or cancel your vote any time before the poll is closed



HOME MESSAGING VOTING

Poll Open
You have voted on 0 of 2 items

Resolution 1
Select a choice.

For Against Abstain

CANCEL

Question 2
Select a choice.

Yes No Unsure

Who to contact if I'm having problems?

agm@auscycling.org.au

Please include your mobile number



Acknowledgement of Country

Craig Bingham, AusCycling Chair



Attendance & Apologies



Confirmation of Minutes

2021 AGM (adjourned)

2022 AGM





AusCycling Chair Address

Craig Bingham

2022 Reflections: Unite & Empower

Club Engagement & Development

- 456 Clubs.
- Testing engagement & development approaches – face to face; virtual; eNews; webinars; by State/Territory; by discipline.

Community Workforce Development

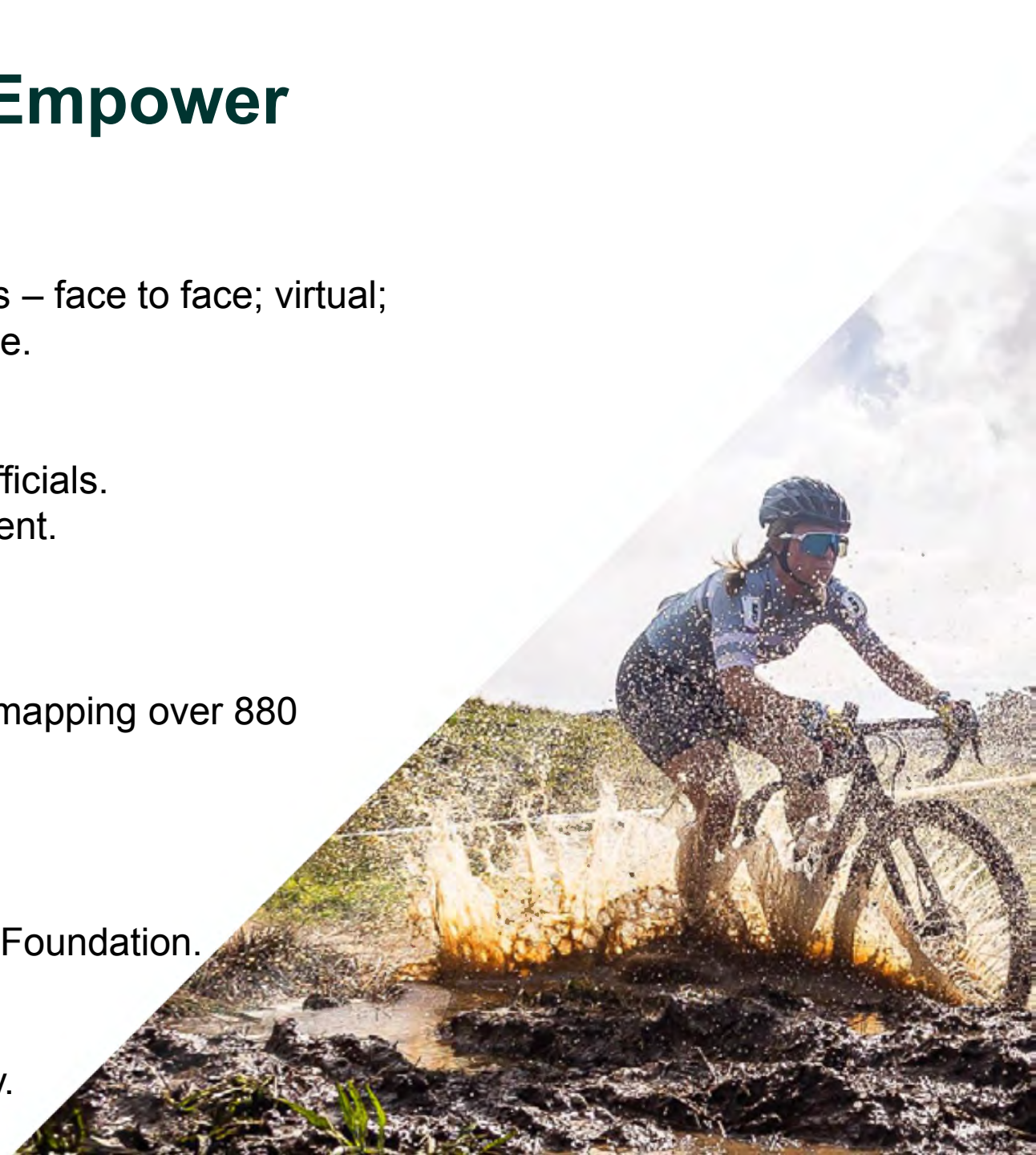
- Growing community of coaches and technical officials.
- Leveraging major events to fast track development.
- Targeting females and youth.

Safe Places to Ride

- Completion of the Australia wide facility audit – mapping over 880 facilities.
- Launch of the national infrastructure strategy.
- Improving our insights and advocacy tools.
- Refreshed facility guidelines.
- Strategic partnership – WeRide and Amy Gillett Foundation.

State Advisory Councils

- Refreshed purpose – focus Clubs & H1 Strategy.





2022 Reflections: Win the Hearts & Minds

AusBike, W2022 Legacy

- National entry level program.
- Strategy - Be the leading provider of BikeEd.

Ride Nation Wollongong

- 33 schools and 6,000 students across Illawarra region.

Sporting Schools

- Reached >16,000 school kids.

Social Impact

- Inclusion & Diversity Advisory Council.
- Bikes for Schools - 30 lower socio economic schools.
- She Rides - campaign empowering women to ride.

Growing our Audiences

- Website.
- Facebook.
- Instagram.
- Twitter.

2022 Reflections: Be More for More

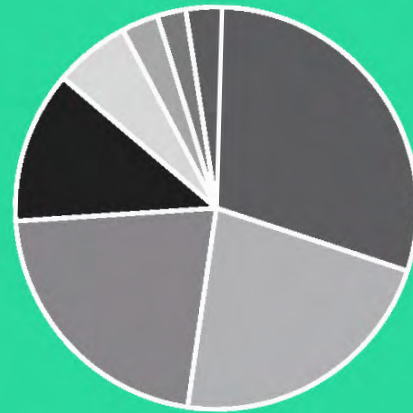
Commercial

- Establish commercial framework & proposition to market.
- Welcomed a number of new partners to the family.

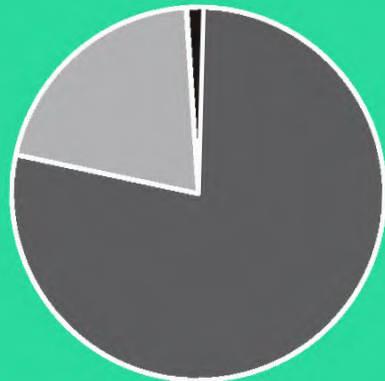
Membership

- 57,384 members as at 31 December.
- Member value proposition project underway – linked to insurance review and customer segmentation project.
- Race All Disciplines the most popular membership type – 40%

State / Territory Breakdown



Gender Breakdown



■ NSW ■ VIC ■ QLD ■ WA ■ SA ■ TAS ■ NT ■ ACT

■ Male ■ Female ■ Non Binary ■ Undisclosed





2022 Reflections: Lasting Champions

Commonwealth Games

- 11 Gold.
- 3 Silver.
- 4 Bronze.

Road World Championships, Wollongong

- 2 Silver.
- 2 Bronze.

Other UCI World Championships

- World Champions - Mens Team Sprint; Mens eSport, Women's Para Track (C4) and (C2), Mens Para Track (C5) scratch.

Jai Hindley, Sir Hubert Opperman Trophy

Development Pathways

- 2,200 race days for our junior rides and development academies in all States & Territories.

10 Year Events & Legacy Strategy

2022 Reflections: Enabling Services

Data & Insights

- Growing data and insights capacity – AURA platform.

People

- Ongoing evolution of the AC people structure to support strategy development.
- >65% of staff are tied to Government funding.

Systems & Technology

- Systems and technology in place, but work today.
- Digital & tech review and stakeholder needs analysis complete.
- Options under consideration.



2022 Audited Financial Statements

Auditors PKF conducted the audit in accordance with Australian Auditing Standards and provided an unqualified audit report.

PKF concluded that the financial report is in accordance with the Corporations Act 2001:

- Giving a true and fair view of AusCycling's financial position as at 31 December 2022 and of its performance for the year.
- And complying with Australian Accounting Standards.

The AusCycling Board have adopted the financial report.

PKF observed that the internal control structures are sound in design and operation. Importantly, PKF noted that there has been a bedding down of processes subsequent to the amalgamation of entities into a new national sport body.

PKF were comfortable that the recognition of the Cycling NSW \$500k as revenue met the requirements of the Accounting Standards as it was management's view that the obligations under the Merger Agreement have been satisfied and recoverability was likely.





Focus of the Finance, Audit & Risk Committee

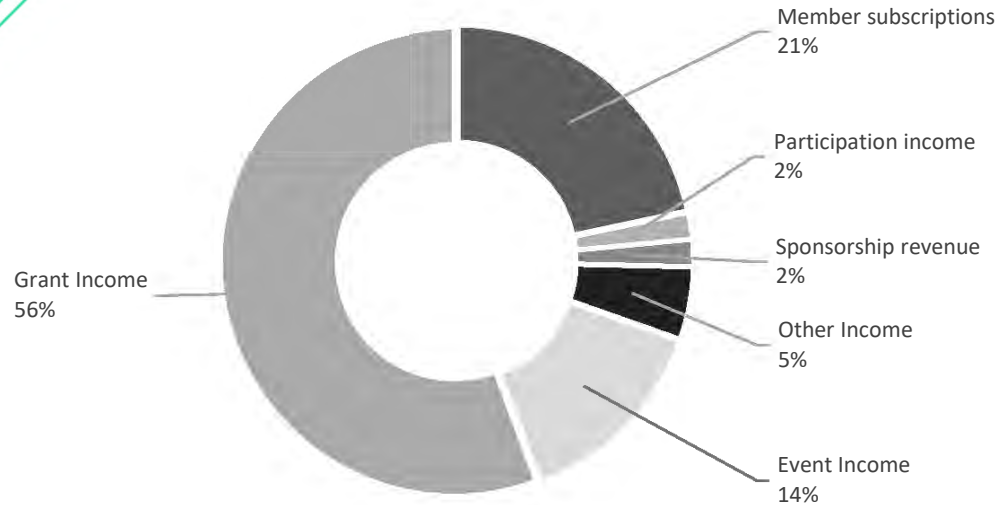
The main focus of the FAR Committee has been to advise the Board on the integrity of the financial statements and the work of the external auditors.

The Committee met on 11 occasions:

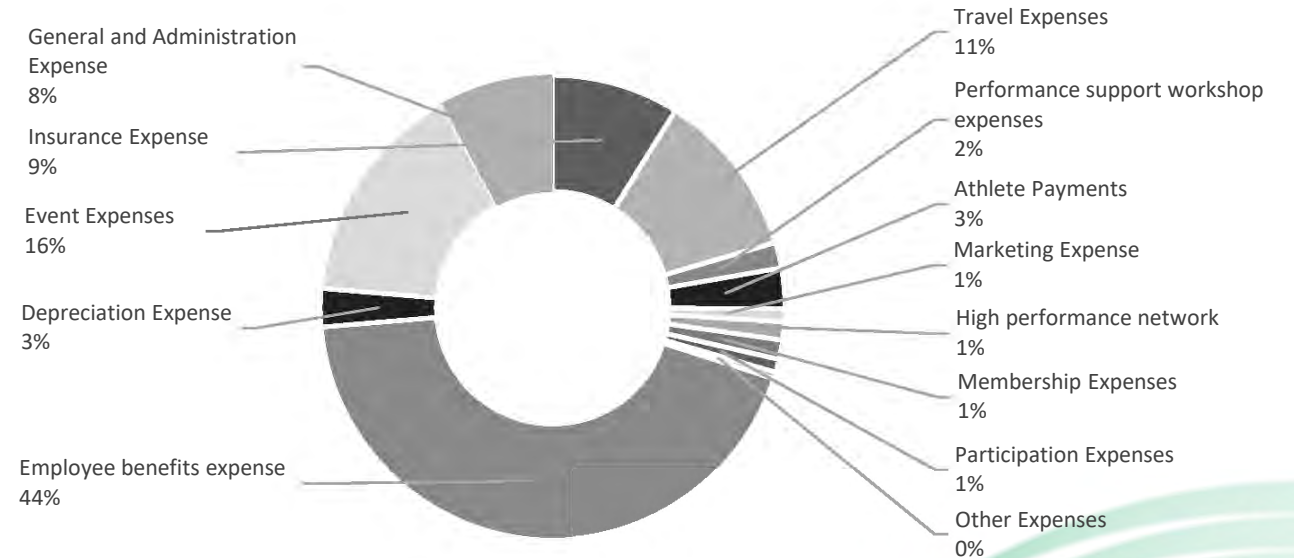
1. Considered financial plans including the 2023 budget and financial forecasting.
2. Reviewed and improved the Board Financial reports.
3. Developed and approved risk appetite statements.
4. Reviewed the effectiveness of internal controls (including review of the delegation matrix) and risk management arrangements.
5. Established a working party to investigate and renew the Insurance program.

2022 Revenue & Expenditure Summary

Revenue 2022



Expense 2022



Net Surplus for period to December 2022 - \$434k

Net Assets - \$3.1million

Cash Balance - \$9.9million (including High Performance Unit cash of \$6.4million)



2023 Budget Outlook

- The Board approved budget deficit for 2023 is \$24k, with cash reserves held above \$8m (\$5m being High Performance) across the year.
- A focus on securing long term commercial partners.
- Establishment of a new participation product, the AusBike program, using legacy funding provided by the ASC.
- Preparations for major milestone events for High Performance athletes, Glasgow 2023 and Paris 2024, while operating in an environment of financial constraint.
- Public Liability Insurance premiums have increased by \$1.6million post budget approval – an insurance workgroup has been established to construct an insurance program that creates member value and responds to the needs of members while protecting them at the most critical times. The program will be evaluated annually with a focus on providing appropriate cover while ensuring sustainability.
- Management are actively working on budget repair through the development of an action plan that focuses on increasing revenues while analysing where savings can be made in expenditure. The Board and FAR are closely monitoring this situation.



2023 Director Election



2023 AusCycling Director Election Nominees

Current Directors Nominees:

- Craig Bingham, AusCycling Chair.
- Darren Alomes, AusCycling Deputy Chair.
- Lee Brentzell, AusCycling Deputy Chair.

Further Nominees:

- Chloe Hosking.
- Jack Lindsay.
- John Nicholson.





Director Election

First Elected Director

Director Election

Second Elected Director





Director Election

Third Elected Director



Special Business

AusCycling Life Membership

A black and white photograph of two cyclists racing on a track. The cyclist in the foreground is wearing a dark jersey with 'AUSTRALIA' on the sleeve and is leaning forward in a racing position. The second cyclist is behind him, also in a racing position. The background is a blurred track. The image is partially obscured by a teal diagonal overlay.

AusCycling Life Membership Hilton Clarke OAM

Hilton competed on the Track in 1966 at the Kingston Commonwealth Games where he won a Silver Medal and at the Olympics in 1968 at Mexico City.

In March 2017 Hilton was inducted into the Victorian Hall of Fame for his contribution to the sport as an athlete and coach.

Hilton has coached riders to over 240 Australian, Junior World and Senior World Champions and twice awarded Cycling Australia's Coach of the Year.

Hilton's coaching record of over 240 Champions now includes coaching Carnegie Caulfield Cycling Club members to over 80 Australian and Junior and Senior World Records.



AusCycling Life Membership Toireasa Gallagher

Toireasa has been a member of the Bathurst Cycling Club for over 40 years, racing from juniors into adult years.

She has been a State, National and International representative between 1998 to 2008 (Road); 2004/2008 (Tandem Pilot Worlds and Paralympics); and Masters Rider (Track and Road Club, Open, State and National events).

She has been a Club Coach and Head Coach of the Western Region Academy of Sport Cycling Squad.

Toireasa has also been a Track and Road Commissaire.



AusCycling Life Membership Duncan Murray

Duncan was Chairman of Cycling Australia between July 2018 – November 2020 and Deputy Chair Cycling Australia from April 17 – June 2018.

Duncan played a key role in the formation of AusCycling and served as inaugural Chair of AusCycling for the first 15 months. He was the inaugural Chair of the Amy Gillett Foundation December 2006-February 2017.

Duncan was instrumental in securing the 2022 UCI Road World Championships in Wollongong and acted as a Director on the W2022 Board.

General Business

Meritorious Medal Awards





AusCycling Meritorious Medal Awards

Mick Hollingworth, Carnegie Caulfield.

Doug Moody, Carnegie Caulfield.

Jacqui Dobson, Jingili BMX Club.

Mark Windsor, Bathurst Cycling Club.

Elaine Ryan, Bathurst Cycling Club.

Gemma Kernich, Port Adelaide Cycling Club.

Garry Doughty, Illawarra Cycle Club.

Kimberley Conte, Skinny Lattes Cycling Club.

Mark Welsh, Hunter Mountain Bike Association.

Felicity Liang, Skinny Lattes Cycling Club.

Belinda Bramley, Skinny Lattes Cycling Club.

Tess Anderson, Geelong BMX Club.

James Stokes, Penrith Cycling Club.

Lynette Broadie, Warrnambool Cycling Club.

Doug Reith, Blackburn Cycling Club.

John Nicolson, Blackburn Cycling Club.

Ken Payne, Lavington Cycling Club.

Laurie Norris, Footscray Cycling Club.



Volunteer of the Year Recognition

Sponsored by Santos Tour Down Under



Santos
tour
down
under

Congratulations to the 2022 Recipient of the Volunteer of the Year Awards



AUSCYCLING
**NATIONAL
VOLUNTEER
RECOGNITION
PROGRAM**

supported by:
 Sea to Sea
four
down
under

ACT

BMX – Chrissy Hooper, Canberra BMX Club.

Mountain Bike – Kirrilie Riddle, Canberra Off Road Cyclists.

Road & Track – Jim Veal, Vikings Cycling Club.

NSW

BMX – Fred Furner, McCarthur BMX.

Mountain Bike – Kath Hopkins, South Coast MTB Club.

Road & Track – John Bukton, Randwick Botany Cycling Club.

NT

BMX – Jason Eecen, Jingili BMX Club.

Mountain Bike – David Aitkins, Central Australian Rough Riders.

Road & Track – Charles Webb, Darwin Cycling Club.

QLD

BMX – Chris Houghton, BMX South Queensland.

Mountain Bike – Rachel White, Cairns Mountain Bike Club.

Road & Track – Maree Carmen, Logan Cycling Club.

SA

BMX – Jo Wigg, The Cover BMX Club.

Mountain Bike – John O'Brien, Insideline Mountain Bike Club.

Road & Track – Don Clifford, Adelaide Hills Cycling Club.

TAS

BMX – Matt Manshanden, Launceston BMX Club.

Mountain Bike – Simon Holmes, Pedal Heads Inc.

Road & Track – Ian Loft, Launceston Cycling Club.

VIC

BMX – Susan Vincent, Warrnambool BMX Club.

Mountain Bike – Ian Johnston, Gippsland MTB.

Road & Track – David Hendy, Hawthorn Cycling Club.

WA

BMX – Don Thomas, Southern Districts BMX.

Mountain Bike – Chris Park, Perth MTB Club.

Road & Track – Ross Dyer, Midlands Cycling Club.



2023 Annual General Meeting