

## CALL FOR DIRECTOR NOMINATIONS - ADDITIONAL INFORMATION

### Introduction

AusCycling Limited (“the Company”) is a not-for-profit national sporting organisation established to support and promote the various disciplines of cycling – road and track, mountain bike and BMX - in Australia through the marketing, organisation, and facilitation of all aspects of the sport across all levels – state, national, and international as a member of the UCI. To support these objectives, the Company is committed to securing and maintaining a balanced and skilled Board to represent its members and their interests. The Company is committed to providing contemporary, respected corporate governance and leadership.

Nominations are currently being sought by the Company from suitably qualified and eligible individuals who wish to be considered for election as a Director to the Board of the Company.

In accordance with clause 13.2 of the Company Constitution (**Constitution**), two Elected Directors will be elected at the AGM of the Company.

The terms of two current AC directors have ended and both are eligible to renominate for a further 3-year term. These directors are Anne Gripper and Darren Alomes.

### Eligibility

Applicants for the Director positions on the Board must meet the qualifications and key selection criteria as prescribed by the Board and set out in the Director Position Description that further the objects under the Constitution. A Director is not required to be a Member of the Company but, prior to being elected as a director, must agree to be bound by the Constitution and the Policies and any further directions contained in the prescribed Director nomination form.

An employee of the Company or a Club, or a director, officeholder, committee member, owner of (or person who holds a financial interest in) a Club, cannot be a Director of the Company in accordance with clause 13.3(a) of the Constitution.

Nominees for Director positions should be able to demonstrate they meet the key established by the Company. The key selection criteria are contained in the Company’s Director Position Description and accompanies the ‘Call for Director Nominations’ document.

### Documentation Required for Nomination

Interested individuals may express their interest in a position as a Director by submitting;

- a cover letter (max 1 page)
- a director CV/resume (max 2 pages)
- Director Nomination Form
- Director Consent Form

to [AGM@AusCycling.org.au](mailto:AGM@AusCycling.org.au) by 5pm AEST on Friday 11<sup>th</sup> April 2025.

### **Consideration and review of the Nomination**

The Company's Nomination Committee is responsible for receiving and reviewing all nominations for director positions, selecting director candidates and recommending to the Board, preferred nominees for election to the position of Director of the Company Board.

In accordance with clause 13.3 of the Constitution and 2.1.3 of the Nomination Committee Charter, the Nomination 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 the decision is unanimous.

There will be no opportunity for appeal in respect of the assessment undertaken or any recommendation made by the Company's Nomination Committee.

Applicants will be notified as to whether their nomination has been deemed eligible by no later than Thursday 17 April 2025

### **Election Clause: Electoral Material Submission and Review**

#### **1. Submission of Electoral Material**

All electoral materials, **including but not limited to communications directed to members and other relevant parties**, must be submitted to the Company Secretary within seven (7) days of their distribution.

#### **2. Review of Electoral Material**

The Nominations Committee will review all submitted electoral materials to ensure they are factual and in compliance with the election guidelines and organisational standards.

#### **3. Determination of Non-Compliance**

If the Nominations Committee determines that any electoral material is not factual, they may take appropriate action, which may include a decision to exclude the candidate responsible for the material from the election.

#### **4. Notification and Appeal**

The candidate will be notified of any decision to exclude them and will have the opportunity to appeal the decision within a timeframe specified by the Nominations Committee.

### **Further questions**

If you have any questions about the content of this communication or the process, please contact [AGM@auscycling.org.au](mailto:AGM@auscycling.org.au)