

Notice of Annual General Meeting
The Pedal Power ACT Inc. Annual General Meeting will be held on Tuesday 19 March 2019
In the Southern Cross Club, Woden Town Centre, ACT starting at 7:30 p.m.

Documents

This document contains the agenda, details of those standing for election to the Board and the minutes of the last General Meeting. The Pedal Power ACT annual report and financial statement for 2018 will be made available on the Pedal Power ACT website as soon as the accounts are audited and will be available at the meeting.

AGENDA

1. Open the AGM

2. Introduce Board members for last year

3. Receipt of proxy and voting forms

(Proxy and voting forms to be handed to the chair)

4. Apologies for non-attendance

(Attendees to complete attendance sheet)

5. Guest speaker Sophie Fisher on the successful Girls on Bikes program teaching migrant women to ride

6. Minutes of last general meeting

Acceptance of the minutes

7. Matters arising from the minutes

8. Annual report and annual financial statement for 2018

- Presentation of annual report for 2018
- Presentation of the financial statement for the year ended 31 December 2018
- Adoption of the annual report
- Adoption of the annual financial statement

9. Address by CEO, Ian Ross

10. Presentation of Pedal Power ACT annual awards

10a. The Paul Truebridge Memorial Volunteer of the Year award in recognition and celebration of the outstanding effort by a volunteer in the running of Pedal Power ACT and/or promoting cycling in the community:

Jeff Ibbotson who rides for transport, pleasure and touring, for his service on the Board and its predecessor the Management Committee for over twenty years, most recently as a Vice President and earlier as President and over many recent years as the Board member responsible for advocacy becoming the Advocacy Team leader in 2013. Jeff initiated the *ride-to-work program* in 1998 and *Cycling Without Age* in 2016. Jeff has ensured that the Board was member focused, professionally managed and that its projects, events and advocacy were well prepared and professionally managed.

10b. Event of the Year award for the event that has been successfully conducted by volunteers and/or introduced innovations to and event (new or ongoing):

The annual ACT Budget submission overseen by Michael Shiel and Richard Bush who used their skill and dedication, over four years, in preparing the Pedal Power ACT annual submission on the ACT Budget, analysis of the provisions for cycling in the Budget, and the preparation of Pedal Power ACT's public response to the Budget that helped to achieve the important break through in funding in the 2018-19 budget, and for their other work in Advocacy.

10c. Annemarie Driver Memorial Leadership award for the volunteer who has been a prominent and successful leader in some aspect of Pedal Power ACT activities:

Wendy Studman for running the *New Horizons* course as principal trainer and the *Big Bikes for Small People Program* and for coordinating the *First Wanderers* (Sunday excursion ride) for 18 months.

10d. Volunteer Service awards in recognition of giving excellent service to Pedal Power ACT and/or the cycling community in general:

Brian Studman and **Bryan Kalms** for their work on Pedal Power ACT revised Internet website and electronic database (record keeping, data processing, information generation) and their integration – including defining the specification, tender documentation, tender analysis and overseeing production.

Leigh Furlonger for her work, over a number of years, as the Ride Leader Coordinator and for looking after the accredited ride leader procedures and records.

Sophie Fisher for her contribution to providing opportunities for women from diverse backgrounds to engage with cycling by conducting a learn to ride program, Girls on Bikes, that provides

free cycle skills training, bikes and helmets to migrant and refugee women in Canberra.

10e. Volunteer Recognition awards in recognition of conspicuous and worthwhile volunteer work in the interests of Pedal Power ACT and/or the cycling community in general:

Rob Dalitz for his work as a key player over a number of years on the Belconnen Bikeway Project – commenting on the location and design options and liaising with the planners resulting in a major cycling project.

John McRae for coordinating the regular, and ever popular, *Wednesday Social Riders* and instigating the *Friday Social Rides* that have become quite popular.

Christopher Thompson for assisting with the New Horizons course as a coach for the past two years, assisting with the co-ordination of the First Wanderers for the past eighteen months and for initiating a mentoring program for New Horizon graduates so they gain the confidence to join the First Wanderers social rides.

11. Appointment of public officer

Luke Wensing is currently the Public Officer and is prepared to continue in that role.

12. Election of Board members

(See biographies in this document)

- The five Board members who were elected for two-year terms at the 2017 AGM resign at the 2019 AGM and up to five new Board members may be elected for two-year terms.
- One member who was elected at the 2018 AGM resigned during 2018 creating a vacancy for a Board member for a one-year term.
- The president is elected from amongst those continuing on the Board and elected at the meeting

Election vote 1: Election of five members of Council to serve for two years

Nominated: Rosemary Dupont, Alina McMaster, Bruce Paine, Lynne Prentice, Julie Polson

Election vote 2: Election of one member of Council to serve for one year

Nominated: James Zhai

Election vote 3: Election of President for one year from those elected to Council

Nominated: Rosemary Dupont

13. Motions on notice to change the Pedal Power ACT Inc. Rules

13a. To update the role of the Board to adopt the role set out in the new Board Charter, that the Pedal Power ACT Rules 34 to 36 be amended to read:

34. The role of the Board is:

34.1 to set strategic objectives and policy direction of Pedal Power;

34.2 to provide sound governance of and leadership for Pedal Power; and

34.3 to oversee Pedal Power' business operations, including through prudent financial and risk management.

35. The Board may appoint a Chief Executive Officer to be responsible to the Board and through it to the members for the management of Pedal Power' day-to-day business and affairs.

36. The Officers and the Chief Executive Officer may consult with each other on management issues.

13b. To change the Executive Officer to the Chief Executive Officer and to provide for the Chief Executive Officer' role to reflect the development of and changes to that role, that all references to *Executive Officer* in Pedal Power ACT rules 37, 61, 71 and 85.2 be amended to read *Chief Executive Officer*.

13c. To remove the Executive role and procedure, that references to the *Executive* be removed from the Pedal Power ACT Rules by amending Rules 37, 39 and 41 to read:

37. Board (but not necessarily the Chief Executive Officer nor the Board members co-opted in accordance with rule 33.3) must be financial members of Pedal Power.

39. The Board may delegate to the Chief Executive Officer, to a

committee, or to any Board or committee member any Board powers and functions that Board considers necessary for the proper conduct and management of Pedal Power' business and affairs.

41. The Chief Executive Officer may exercise any of the powers and functions that the Board delegates to it, and must report on that action to the next Board meeting.

And that Rules 74 to 81 be deleted.

13d. To make the relative financial roles of the Treasurer and CEO clearer and better reflect practice, that Pedal Power ACT Rules 83 be amended to read:

83. The Treasurer has overall responsibility to the Board for Pedal Power's finances, while the Chief Executive Officer is accountable to the Board through the Treasurer for:

83.1. the day to day management of finances;

83.2. receipt of all moneys paid to Pedal Power;

83.3. issuing official receipts;

83.3. the deposit, as soon as possible after receipt, of all moneys into the account Pedal Power holds with a bank or other financial institution; and

83.4. the maintenance of financial records.

And Pedal Power ACT Rules 85 be amended to read:

85. All Pedal Power payments must be:

85.1. authorised by the Chief Executive Officer or, in his or her

absence, by the Treasurer or another Officer if the Treasurer also is absent; and

85.2. co-authorised by the Treasurer, or by any other Board member if an Officer authorised the payment.

And renumber the amended rules sequentially.

13e. To update the Pedal Power ACT Rules on Board elections, that Rule 44 be amended to read:

44. Election of the Board

44.1 Subject to rule 44.2, up to ten Board members are to be elected at the AGM for a term of two years.

44.2 Members will elect five Board members at each AGM to serve a term of two years.

44.3 Where a person has ceased to be a Board member in the 12 months preceding the AGM and whose term would not have otherwise expired at that AGM, then members at the AGM will elect a replacement Board member for a one year term.

14. Other motions on notice

Substantive motions that are not on notice cannot be addressed

15. Close AGM

15. Open discussion session

16. Close discussion session and retire for refreshments

Candidates for election to the Board



Rosemary Dupont has been a member of Pedal Power ACT since 2014 when she completed the New Horizons course. She joined the Board in 2017 and became President in 2018. Rosemary is an active social rider, an accredited ride leader, and in 2019 accepted the role to be coordinator for the Friday night twilight rides. Her interests in cycling are broad based but the health benefits are at the top of her list. As a feminist,

Rosemary actively encourages women to get involved in cycling and to engage in leadership roles within Pedal Power ACT. With a strong business background, including skills in financial and personnel management, Rosemary's focus as President over the past year has led to a modernisation program to set the ground work for the future sustainability of the organisation.



Alina McMaster is a former corporate lawyer and keen sports person and represented Australia in cross country skiing and is an experienced event director having run her own event management company AROC Sport since 2003, AROC Sport is most renowned for the Ultra-Trail Australia event which started in 2008 and is held annually in the Blue Mountains and is now the biggest trail running festival in the southern Hemisphere and the third biggest in the world. Other

Canberra based events included numerous adventure races and the Capital Punishment MTB Enduro. Alina continues to race for fun in the odd bike race, adventure race and multi-sport events. Alina is married to Tom Landon-Smith, also her business partner and fellow event director. They have two young children who love riding bikes.



Bruce Paine has been an active contributor to Pedal Power ACT, particularly on governance matters, since joining the Board in 2014. Bruce served as Treasurer in 2018, and is prepared to continue in that role if re-elected to the Board. Bruce regularly cycles socially and for transport.



Lynne Prentice has been on the Board in 2017 and will continue supporting and contributing to the development of Pedal Power ACT's activities. One of her particular interests is the promotion of regular cycling as the lifestyle modification of choice that many people can adopt to improve their health. Lynne is passionate about encouraging more women to ride for fun, fitness and as a lifetime skill. She assisted with the successful Big Skills for Small Bikes grant application targeting women

and young children to learn cycling skills. With a background in nutrition and health promotion, Lynne has attended community events such as BuyCycle and the Tuggeranong Festival to keep abreast of community attitudes toward cycling. Early in 2018 Lynne assisted in the development of the Pedal Power ACT Strategic Plan 2019 –2021 and has started to work with other Board members to build the acceptance of cycling in the community and, in particular, to increase the number of people, and proportion of women, who ride bikes for recreation and transport.



Julie Polson is a casual cyclist and is keen to promote cycling to females. She has been on the Board since late 2018. Julie had an extensive career in the Federal Government as a senior executive working in the fields of information technology, data analysis, finance and policy. She has a wealth of knowledge, in addition to her financial and policy skills, to offer Pedal Power ACT and enjoys meeting people and working as part

of a team. Julie will work to ensure that the Board always operates to obtain the best outcomes for its members.



James Zhai is a member of Pedal Power ACT and after developing the passion for cycling in 2016 he became a regular commuting cyclist. He has been actively following cycling news via Pedal Power ACT's bi-monthly magazine and other media, particularly from a road safety perspective. He is keen to join the Board and contribute to the promotion of cycling and cyclist safety in Canberra. James is a financial analyst with more than five years' experience in the accounting/finance profession across private, public and not-for-profit sectors. Through

working for ACT public schools and Catholic schools, he gained strong knowledge in school funding models in the primary and secondary schooling sectors. James is looking forward to bringing his skills and knowledge in financial management and financial analysis to the board and providing support/advice on financial matters.