

Pedal Power ACT Inc. Annual General Meeting 2020
Tuesday 17 March 2020, commencing 7:30 pm
At the Southern Cross Club, Woden ACT

AGENDA

1. Open AGM

2. Introduce Board members for last year

3. Receipt of proxy and voting forms

Proxy and voting forms brought to the meeting are to be handed to the chair at the beginning of the meeting

4. Apologies for non-attendance

Attendees to complete attendance sheet

5. Guest speaker: Marcus Boorman

ACT Policing Detective Station Sergeant and officer in charge of traffic operations

6. Minutes of last general meeting

Available on the Pedal Power ACT website (www.pedalpower.org.au > About > Governance) and available at the meeting.

- Acceptance of the minutes

7. Matters arising from the minutes

8. Annual report and annual financial statement for 2019

Available on the Pedal Power ACT website (www.pedalpower.org.au > About > Governance) and available at the meeting.

- Presentation of annual report for 2019
- Presentation of the financial statement for the year ended 31 December 2019
- Adoption of the annual report for 2019
- Adoption of the annual financial statement for the year ended 31 December 2019

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:

Roger Bacon for his work in producing the extraordinary weekly advocacy newsletter *Cycling News Roundup* that now reaches thousands of professionals engaged in cycling related issues whether it be from backgrounds in city planning, sports, climate change, tourism, etc. Additionally, Roger is the lead researcher supporting much of Pedal Power ACT's advocacy work with ministers and senior bureaucrats and the repository of much of the advocacy history. This voluntary work is nearly a full time role.

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

South Side Thursday Social Rides – Adrian and Teri Hobbs for instigating, organising and leading the Thursday social rides from Tuggeranong for members south of Lake Burley Griffin (to alleviate the need to travel north-side for the Wednesday and Friday social rides). They started in 2012 with small

numbers and now attract ten to twenty five riders each week. The ride format is innovative with, each month, two suburban rides, an off-road dirt track ride and a longer road ride. Each week Adrian places up-coming ride information on the website ride calendar and emails it to subscribers.

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:

Lauren Brand, for her much admired dedication, tenacity and valuable support of Fitability recreational riding (providing tandem riding for people with with vision impairment or other disabilities) over twelve years since the early days of Fitability and the integration of Fitability into Pedal Power ACT.

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

Vicki Deakin for her membership of the Tours Committee over many years including work on setting up the criteria for tours and for her work addressing the nutrition guidance for entrants in the Fitz's Challenge event.

John Hinds for his many years as the Pedal Power ACT event calendar co-coordinator. Over the last year this role has been particularly complicated due to the introduction of a new website. John has learnt an entirely new system for uploading rides with a minimum of fuss and a positive attitude. John is an ongoing, behind the scenes volunteer who is vital to the success of the social rides and events.

Clem Tozer, John Widdup, and Gillian Helyar, for their professionalism and patience in bringing the 30th anniversary 2019 Fitz's Challenge to life.

Mark Boast for his work in conjunction with the coroner's inquest into the Mark Hall death and his extensive work with advocacy.

Michael Shiel for his work researching and drafting the Pedal Power ACT Budget Submission 2020-2021

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:

Terry Watson and Andrew Donaldson for successfully organising and running the 'Wanderers 23' Sunday rides for many years including arranging ride leaders, maintaining a subscribers list, placing up-coming ride information on the website ride calendar and emailing details to subscribers.

Dudley Hall, for assisting with the Big Canberra Bike Ride, as well as the Cycle Well and Big Skills for Small Bikes programs. Dudley very generously donated his pay for his work as a Big Skills for Small Bikes coach to The Kids' Cancer Project.

Melde van Ingelgom for her work at the Pedal Power ACT office and her assistance with the Big Skills for Small Bikes program in Spring 2019.

Will Guo, for taking time out of his university studies to assist Pedal Power ACT, including with the very successful running of the 'Ride 2 Work Day' breakfast.

Ulrika Li for her assistance as an office all-rounder and for assisting the staff whenever needed, be it membership renewal calls to members, follow-up calls to event vendors, tabulating the member discount page for the website and the magazine, or the ever daunting task of managing the office email inbox that is constantly ping-pong.

David Turnbull for unfailing weekly assistance with many vital tasks in the Pedal Power ACT office including sending out mail and phoning hundreds of members and convincing many to renew their membership with a gentle, charm-filled reminder. Dave has always been willing to lend a hand when extra administrative jobs arise.

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

The existing Rules are available on the Pedal Power ACT website (www.pedalpower.org.au > About > Governance).

11a. To clarify the changes to the Rules made at the 2019 AGM

The changes made at the 2019 AGM are reproduced in Appendix 1 to this agenda.

Motion 11a. That Motions 13a, 13b, 13c and 13d passed at Pedal Power ACT's 2019 AGM be confirmed, other than the changes to rule 41 contained in motion 13c, and rule 41 be amended to read:

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

Comment

These motions are set out in the minutes of the 2019 AGM and relate to the role of the Board, Executive Officer/Chief Executive Officer, the Executive, references to the Executive, and the financial roles of the Treasurer and Chief Executive Officer. These motions were passed at the 2019 AGM but are not yet approved by the Registrar of Associations, so they must be re-lodged if passed at the 2020 AGM. An oversight in the amendment to Rule 41 is being corrected (by changing 'it' to 'her or him').

11b. Change to the composition and election of the Board.

To update the rules on the Board, Board elections and a quorum at Board meetings

The changes proposed to the existing rules are compared to the existing rules in Appendix 2 to this agenda.

Motion 11b. That Motion 13e passed at Pedal Power ACT's 2019 AGM (reproduced at the end of this agenda) be rescinded and Rules 33, 37, 44 and 68 be amended to read:

33. The Board comprises:

33.1 Until the 2021 AGM, the Board members who are Board members as at the conclusion of the 2020 AGM;

33.2 From the 2021 AGM up to six Members and up to two other persons, who may or may not be members, if co-opted by the Board at a Board meeting.

44. Election of the Board and appointment of Officers

44.1 Subject to rule 44.2, Members will elect two Board members at each AGM for a term of three years.

44.2 At the 2021 AGM, the Members will elect two Board members to serve a term of one year; two Board members to serve a term of two years; and two Board members to serve a term of three years.

44.3 Following the election of Board members at the AGM, the Members are to elect one of the elected Board members as President for a term of one year.

44.4 At the first Board meeting after the AGM the Board will appoint from among its members the following officers: Secretary, and Treasurer.

44.5 Where a person elected under rule 44.1 has ceased to be a Board member in the 12 months preceding an AGM and whose term would not have otherwise expired at that AGM, then Members at the AGM will elect a replacement Board member for the remainder of the term of the person who has ceased to be a Board member.

37. The Board (but not necessarily the Chief Executive Officer nor the Board members co-opted in accordance with rule 33.2) must be financial members of Pedal Power.

68. At any meeting of the Board a quorum is four of its members.

Comment

Motion 13e from the 2019 AGM (see Appendix 1 to this agenda) related to rule 44, Board elections. The

Board recommends a reduction in the Board size from 10 members to 8 to make the Board a more manageable size. The Board also proposes terms of 3 years rather than 2 to make better use of Board members' corporate knowledge. A consequential renumbering amendment is required to Rule 37 – changing the reference to 'rule 33.3' to 'rule 33.2'. To accommodate the reduction in Board size, the quorum of 4 is proposed for Board meetings, i.e. half of all board members, the same proportion as the current rules.

11c. To provide rules for Board subcommittees and other committees and teams

The changes proposed to the existing rules are compared to the existing rules in Appendix 2 to this agenda.

Motion 11c: That rules 39 and 42 be amended to read:

39. Delegation to the Chief Executive Officer or to a Board member

39.1 The Board may delegate to the Chief Executive Officer or to any Board member any Board powers and functions that the Board considers necessary for the proper conduct and management of Pedal Power's business and affairs.

39.2 The provisions of rules 42.3 to 42.7 apply to delegations made under this rule as if they referred to the Chief Executive Officer or to the Board member to whom the powers and functions are delegated.

42. The Board may provide for Board subcommittees, other committees and teams as follows:

42.1 The Board may form and dissolve, and set the composition and terms of reference for Board subcommittees, other committees and teams to perform functions consistent with Pedal Power's purpose.

42.2 The President may elect to be an ex-officio member of any Board subcommittee, other committee or team or may nominate an alternate Board member to be an ex-officio member.

42.3 The Board may, in writing, delegate to a Board subcommittee and other committees and teams the exercise of the Board functions that are specified in the instrument, other than this power of delegation; and a function that is a function imposed on the Board by the Act, by any other Territory law, or by resolution of Pedal Power in general meeting.

42.3 A function, the exercise of which has been delegated under rule 42.3 may, while the delegation remains unrevoked, be exercised from time to time by the relevant Board subcommittee, other committee or team in accordance with the terms of the delegation.

42.4 A rule 42 delegation may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.

42.5 Despite any rule 42 delegation being made, the Board may continue to exercise any function delegated.

42.6 Any act or thing a Board subcommittee, other committee or team does or suffers, acting in the exercise of a delegation given to it has the same force and effect as it would have if it had been done or suffered by the Board.

42.7 The Board may, in writing, revoke wholly or in part any Rule 42 delegation.

42.8 A Board subcommittee, other committee or team may meet and adjourn as it considers appropriate and in accordance with its delegation.

Comment

The references to committees in Rule 39 would be moved to rules 42. Rule 42 mirrors the Associations Incorporation Act's Model Rules on delegation to formalise the formation of and delegation of authority to Board subcommittees and other committees and teams. The terms of reference can include reporting requirements.

12. Election of Board members

Nominations closed 10 February 2020 and the Chair may accept nominations at the meeting

Board members elected at AGM 2019 for two years and continuing in office for one year:

Julie Polson

Lynne Prentice

Rosemary Dupont

Pedal Power ACT members nominated for election to the Board (*biographies are in Appendix 3 at the end of the agenda*):

Alan Tse
John Widdup
Linda Laker

12a. If motion 11b is defeated:

The five Board members who were elected for two-year terms at the 2018 AGM resign at the 2020 AGM creating a vacancy for five Board members for two years and two members who was elected at the 2019 AGM are resigning at the 2020 AGM creating a vacancies for two Board members for a one-year term:

Election vote 12a.1: Election of five members of the Board to serve for two years
Nominated: Linda Laker, Alan Tse & John Widdup

Election vote 12a.2: Election of two members of the Board to serve for one year
Nominated: –

12b. If motion 11b is accepted:

Three Board members elected at the 2019 AGM are continuing for one year and resigning at the 2021 AGM. To start the new arrangement, two Board members may be elected for three years and one Board member for two years.

Election vote 12b.1: Election of two members of the Board to serve for three years
Nominated: Linda Laker & John Widdup

Election vote 12b.2: Election of one member of the Board to serve for two years
Nominated: Alan Tse

12c. Election of President

The President is elected from amongst those continuing on the Board and elected at the meeting

Election vote 12c: Election of President for one year from those elected to the Board (continuing and at this AGM)
Nominated: Rosemary Dupont

13. Appointment of public officer

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

14. Other motions on notice

Substantive motions that are not on notice cannot be addressed

15. Close AGM

16. Open discussion session

17. Close discussion session and retire for refreshments

Appendix 1

Pedal Power ACT 2019 AGM motions relating to rule changes that were accepted

Motion 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.

Motion 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.

Motion 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 members (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.

Motion 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.

Motion 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.

Appendix 2

Comparison of existing 2016 Rules and the proposed 2020 Rules

2016 Rules	Proposed 2020 Rules
<p>33. The Board comprises up to 13 members, as follows:</p> <p>33.1. the following Officers: President, up to two Vice Presidents, Secretary, and Treasurer; and</p> <p>33.2. up to five other members of Pedal Power; and</p> <p>33.3. up to three other persons, who may or may not be members, if co-opted by the Board at a Board meeting.</p>	<p>33. The Board comprises:</p> <p>33.1 until the 2021 AGM, the Board members who are Board members as at the conclusion of the 2020 AGM;</p> <p>33.2 from the 2021 AGM up to six members and up to two other persons, who may or may not be members, if co-opted by the Board at a Board meeting.</p>
<p>37. Board and Executive members (but not necessarily the Executive Officer nor the Board members co-opted in accordance with rule 33.3) must be financial members of Pedal Power.</p>	<p>37. The Board (but not necessarily the Chief Executive Officer nor the Board members co-opted in accordance with rule 33.2) must be financial members of Pedal Power.</p>
<p>39. Board may delegate to the Executive, to a sub-committee, or to any of its members any Board powers and functions that Board considers necessary for the proper conduct and management of Pedal Power’s business and affairs.</p>	<p>39. Delegation to the Chief Executive Officer or to a Board member</p> <p>39.1 The Board may delegate to the Chief Executive Officer or to any Board member any Board powers and functions that the Board considers necessary for the proper conduct and management of Pedal Power’s business and affairs.</p> <p>39.2 The provisions of rules 42.3 to 42.7 apply to delegations made under this rule as if they referred to the Chief Executive Officer or to the Board member to whom the powers and functions are delegated.</p>
<p>41. The Executive may exercise any of the powers and functions that Board delegates to it, but must report on its action to the next Board meeting.</p>	<p>41. The Chief Executive Officer may exercise any of the powers and functions that the Board delegates to her or him, and must report on that action to the next Board meeting.</p>
<p>42. The President and Secretary are ex-officio members of all subcommittees and teams.</p>	<p>42. The Board may provide for Board subcommittees, other committees and teams as follows:</p> <p>42.1 The Board may form and dissolve, and set the composition and terms of reference for Board subcommittees, other committees and teams to perform functions consistent with Pedal Power’s purpose.</p> <p>42.2 The President may choose to be an ex-officio member of any Board subcommittee, other committee or team or may nominate an alternate Board member to be an ex-officio member.</p> <p>42.3 The Board may, in writing, delegate to a Board subcommittee and other committees and teams the exercise of the Board functions that are specified in the instrument, other than this power of delegation; and a function that is a function imposed on the Board by the Act, by any other Territory law, or by resolution of Pedal Power in general meeting.</p>

	<p>42.3 A function, the exercise of which has been delegated under rule 42.3 may, while the delegation remains unrevoked, be exercised from time to time by the relevant Board subcommittee, other committee or team in accordance with the terms of the delegation.</p> <p>42.4 A rule 42 delegation may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.</p> <p>42.5 Despite any rule 42 delegation being made, the Board may continue to exercise any function delegated.</p> <p>42.6 Any act or thing a Board subcommittee, other committee or team does or suffers, acting in the exercise of a delegation given to it has the same force and effect as it would have if it had been done or suffered by the Board.</p> <p>42.7 The Board may, in writing, revoke wholly or in part any Rule 42 delegation.</p> <p>42.8 A Board subcommittee, other committee or team may meet and adjourn as it considers appropriate and in accordance with its delegation.</p>
<p>44. Election of the Board</p> <p>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.</p> <p>44.2 At the 2014 AGM, the Members will elect five Board members to serve a term of one year, and five Board members to serve a term of 2 years.</p> <p>44.3 Following the election of Board members at the AGM, the members are to elect one of the elected Board members as President for a term of one year.</p>	<p>44.Election of the Board and appointment of Officers</p> <p>44.1 Subject to rule 44.2, Members will elect two Board members at each AGM for a term of three years.</p> <p>44.2 At the 2021 AGM, the Members will elect two Board members to serve a term of one year; two Board members to serve a term of two years; and two Board members to serve a term of three years.</p> <p>44.3 . Following the election of Board members at the AGM, the Members are to elect one of the elected Board members as President for a term of one year.</p> <p>44.4 At the first Board meeting after each AGM the Board will appoint from among its members the following officers: Secretary, and Treasurer.</p> <p>44.5 Where a person elected under rule 44.1 has ceased to be a Board member in the 12 months preceding an AGM and whose term would not have otherwise expired at that AGM, then Members at the AGM will elect a replacement Board member for the remainder of the term of the person who has ceased to be a Board member.</p>
<p>68. At any meeting of the Board a quorum is five of its members.</p>	<p>68. At any meeting of the Board a quorum is four of its members.</p>

Appendix 3

Board nominees biographies

Linda Laker

Linda has been a Board member for the last two years and secretary last year. She has lived in Canberra for 30 years, has always enjoyed casual leisure cycling and loves Canberra's extensive path network. Linda had an extensive public sector career after working in the private sector and running her own business in Tasmania. Linda is particularly keen to contribute to Pedal Power ACT's aim of promoting cycling for fun and fitness and 'getting around' for everyone and to increase active membership. Linda will bring to the Board strong strategic and policy skills to contribute to Pedal Power ACT's short and long term agendas as well as financial, IT and communications experience.

Alan Tse

Alan has been on the Board for the last two years. He has a strong quantitative and financial background through his professional experience at Commonwealth Treasury, Synergy Group Consulting and now CFO at his own start up, Altina Drinks. He graduated with a Bachelor of Economics (Hons) and is a Chartered Accountant (CA). Alan has held numerous leadership roles including a director role looking after all Toastmasters International members in ACT and rural NSW area (up of 800 members and 38 clubs). Alan took up mountain bike-riding in 2017 and absolutely loved it. Pedal Power ACT's motto is 'More Canberrans cycling, more often, for a better community' is what he wants to happen. Alan is looking forward to using his skills and experience to continue providing timely and relevant services to members and to contribute to the cycling community as a board member.

John Widdup

John has been on the Board (and the previous Council and Management Committee) for some considerable time and for six of those years was President (2006-2008 and 2009-2011) and Vice President for five years (including 2019). He is an enthusiastic recreational and transport bicycle rider who enjoys cyclo-touring locally and internationally. According to his wife, he has too many bikes (she has more!) as there are insufficient hooks in the bike shed. John has assisted in furthering the aims and objectives of Pedal Power ACT and its members, running rides, tours and events and doing advocacy work. John has assisted in ensuring the organisation is a viable and financially secure organisation. In his other life, John was a civil engineer. He considers that he can continue to serve Pedal Power ACT and members effectively as a Board member.
