

Pedal Power ACT Inc. Annual General Meeting 2021
Tuesday 16 March 2021, 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: Dr Hunters Arnagretta Hunter BA(hons) MBBS MPH FRACP, Cardiologist & Physician – Human Futures Fellow in ANU College Health and Medicine

Topic "The Health Benefits of Cycling"

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 the President's annual report for 2020
- Presentation of the Chief Executive Officer's annual report for 2020
- Presentation of the financial statement for the year ended 31 December 2020
- Adoption of the annual report for 2020
- Adoption of the annual financial statement for the year ended 31 December 2020

9. Presentation of Pedal Power ACT annual volunteer awards

9a. 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:

Carol Taylor for her volunteer work with Pedal Power ACT over many years. She joined Pedal Power ACT after coming to Canberra in 2001 and was on the Board (previously known as the Council) twice for several years each time (with a few years gap in between) when her communication and public affairs background was valued by the Board and she helped design the first Communications Strategy. Carol was Pedal Power's representative on the Committee that consulted and advised the ACT Government on the best route for the Centennial Trail in collaboration with other cycling organisations, walkers and horse riders. She was a long time member of the Social Committee that organises the monthly information nights and other activities like the Christmas Party, an accredited ride leader, a regular volunteer for the Fitz's Challenge and the Big Canberra Bike Ride, and the *Canberra Cyclist* proof reader for many years. Carol was a regular participant in social rides and tours including Pub Crawls and tours to New Zealand and Queensland.

9b. 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):

Weekday Riders organised and managed by Jon McRae for a number of years that has now morphed into regular rides on the mornings on Monday, Wednesday (four distance-speed options) and Friday and, in the summer months, twilight rides on Fridays.

9c. Annemarie Driver Memorial Leadership award for the volunteer who has been a prominent and successful leader in some aspect of Pedal Power ACT activities:

Alan Vogt who is the instigator and driving force behind the Kowalski Brothers (there are no Kowalski's) trail design, building and maintenance group of volunteers that have been building mountain bike trails in Canberra since 1990. Recently, as part of a collaboration with Kowalski Bros, Pedal Power ACT obtained two ACT Government grants for trail building in the Hyles Block Plantation (in the Cotter precinct) and Alan organised and managed the work.

9d. Volunteer Service Recognition awards in recognition of giving excellent service to Pedal Power ACT and/or the cycling community in general:

Glenn Cocking who has given outstanding contributions to the cycling community in Canberra over a long period, primarily through Fitability tandem cycling. That has included helping the most difficult and time consuming of our volunteer tasks, fundraising, restored and renovated Fitability's bike trailer and regularly riding as a pilot and organises rides and overnight trips.

Rob Dalitz for his long term advocacy work and particularly his involvement on the Belconnen Bikeway from a concept to completion.

Michael Shiel for his work (for many years) on the budget submission.

Peter Le Mesurier for thoughtful and extensive work helping Pedal Power ACT to update its privacy policy, events terms and conditions, and ride waiver.

10. Election of Board members

The Board consists of 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.

Nominations closed 15 February 2021 and the Chair may accept nominations at the meeting.

Board members elected at AGM 2020 for two years and continuing in office:

Alan Tse

Board members elected at AGM 2020 for three years and continuing in office:

John Widdup

Linda Laker

Current Board members whose membership will expire at the AGM and who are standing for re-election (*biographies are in Attachment A at the end of the agenda*):

Julie Polson

Lynne Prentice

Rosemary Dupont

Election vote Item 10a: Election of one member of the Board to serve for one year

Nominated: Lynne Prentice

Election vote Item 10b: Election of two members of the Board to serve for three years

Nominated: Julie Polson, Rosemary Dupont

11. Election of President

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

Election vote Item 11: Election of President for one year from those elected to the Board (continuing and at this AGM)

Nominated: Rosemary Dupont

12. Appointment of public officer

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

13. 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).

Proposed changes to the current rules proposed in the following motions (Item 13) are detailed in Attachment B at the end of the agenda.

13a. Resignation of Honorary or Life Membership

Amend the Rules to allow an honorary life member or honorary member to resign and or to be subject to existing Rule 32 (Discipline).

Motion 13a. That Rules number 23 and 24 be altered to read:

23. The Board may appoint to honorary life membership of Pedal Power any person who has rendered special service to Pedal Power or who has made a special contribution to the advancement of cycling. This appointment carries all rights, privileges and obligations of individual membership, without the payment of any membership fees for the duration of that person's life, unless the person resigns or is subject to Rule 32.

24. The Board may admit as an honorary member of Pedal Power any person of whom it approves for a period that it determines, up to 12 months. This appointment carries all rights, privileges and obligations of individual membership, without the payment of any membership fees for the determined period, unless the person resigns or is subject to Rule 32.

13b. Confidentiality of member records

Amend the Rules to align with the amended Associations Incorporation Act 1991 (ACT) (the Act) in respect to the keeping, confidentiality and access to the member records (Register of Members).

Motion 13b. That Rules number 27 be altered to read:

27. The Register of Members may be kept electronically or in hard copy and is to be kept securely at the office of Pedal Power (or if Pedal Power has no office, at a place nominated by the Board).

27.1 The Register of Members can be accessed by authorised staff and by members on application as required by law.

13c. New Dispute Resolution Rule

Create a new dispute resolution provision in the Rules to meet the requirements of the Associations Incorporation Act 1991 (ACT).

Motion 13c: That existing Rule 32 'Discipline of members' be renumbered as Rule 33 'Discipline of members' and the following Rules be renumbered consequently, and a new Rule 32 'Disputes between members or with Pedal Power' be inserted before the renumbered Rule 33 to read:

Dispute Resolution

Disputes between members or with Pedal Power

32. A Member (the Complainant) may notify the President in writing of a dispute with another Member or Members or with Pedal Power.

32.1 Subject to 33.2, the President will attempt to settle the dispute to the satisfaction of the Complainant in a timely way.

32.2 The President will delegate settlement of the dispute to another member of the Board or to the CEO if the President is:

- a) the Member or one of the Members with whom the Complainant is in dispute
- b) aware of a perceived or real conflict of interest relating to the dispute
- c) unavailable within a reasonable timeframe to deal with the dispute.

32.3 If the President is able to settle the dispute, the President will take any actions necessary to give effect to settling the dispute, including notifying parties to the dispute of the outcome, and will report to the next Board meeting on its resolution with an appropriate record of the dispute resolution.

32.4 If the President is unable to settle the dispute, an impartial sub-committee of members will consider the complaint and make a resolution in settlement of the dispute.

- a) a standing list of members will be kept by Pedal Power from which a sub-committee of no less than three impartial members with no conflict of interest can be formed to consider the complaint
- b) the sub-committee will give the members involved in the dispute, or their representatives, an opportunity to be heard and will give due consideration to any written material submitted by the members before making its resolution.

32.5 The Complainant, and other parties if relevant, will be informed in writing of the resolution of the sub-committee and its reasons as soon as practicable.

32.6 The Complainant and other members involved must be informed of a right to give notice within seven days to the Secretary that he or she wishes to appeal the resolution to the Board.

32.7 A resolution under 33.4 does not take effect unless –

- a) the Complainant does not exercise a right of appeal to Pedal Power; or
- b) the Complainant does exercise a right of appeal to Pedal Power under this rule, and the Board considers the appeal and upholds the resolution; and
- c) the Board confirms the resolution.

32.8 The Board must, as soon as practicable after the Complainant has been notified of the resolution and the right of appeal, if exercised, has been considered:

- a) consider the resolution;
- b) confirm, vary or revoke it; and
- c) inform the parties involved of its decision and reasons.

32.9 After informing the parties of its decision the Board may take or authorise any actions necessary to give effect to its decision.

Note: The the Associations Incorporation Act 1991 (ACT) prevents Pedal Power from taking disciplinary action against the Complainant or his or her representative in relation to the matter which is the subject of the dispute resolution procedure until that procedure has been completed.

13d. Nominations for election to the Board

Amend the Rules to strengthen the responsibility of Board members to act appropriately by requiring people nominating for election to the Board to agree to adhere to the Board Charter and Pedal Power's policies.

Motion 13d: That a Rules 46.1 and 46.2 be amended to read:

46. Nominations for the election to the Board are:

46.1 to be in writing and signed by two financial Pedal Power members;

46.2 to be accompanied by the written consent of the candidate and include the candidate's written commitment to adhere to the Board Charter and Pedal Power policies;

13e. Attendance of Members at Board Meetings

Amend the Rules to clarify the attendance of members at Board meetings to enable members the ability to engage with the Board in a more practical and workable way.

Motion 13e: Amend Rule 71 to read:

71. Members of Pedal Power may make a request to attend a meeting of the Board, propose agenda items and speak to those items; however, only members of the Board may vote.

13f. Clarifications

Amend Rule 17 to simplify its language and Rule 78 for transparency.

Motion 13f: Amend Rules 17 and 78 to read:

17. A member may resign at any time by writing to Pedal Power's current postal or membership email address.

78. Pedal Power may derive income from annual membership fees, entrance fees, event fees, government grants, donations and any other sources that Board decides, subject to the Act, (Section 114) for purposes which are consistent with these rules.

13g. General editorial updates

Motion 13g: That the Rules be updated with minor editorial changes to correct numbering, align with the Act, for consistency and clarity and to remove outdated references by:

Deleting Rules 7, 8 and 9;

In Rules 3, 4.7, and 5 replacing "clauses" with "rules" or "sub-rules" as appropriate;

In Rules 4.7, 93, and 96 changing all references to "Registrar" to "Registrar General"

In Rules 13, 14, 28 changing "membership" to "member" other than where membership is the correct term

In Rule 32.4 delete outdated reference to "Executive" and replace with "Board"

In Rule 69 delete outdated references to "Vice President"

Renumbering the Rules consequently to adjust for deletions and changes to the Rules.

14. Other motions on notice

Substantive motions that are not on notice cannot be addressed

Motion 14a. (Proposed by Peter Le Mesurier): That in preparing and adopting all rules, rights and obligations or waiver of rights or obligations affecting members, Pedal Power, through its Board, give effect to Pedal Power's Rule 12; i.e. 'The operations of Pedal Power must at all times be undertaken in a manner that is conducive to the inclusion of all members in the work and decision-making of Pedal Power.'

15. Close AGM

16. Open discussion session

17. Close discussion session and retire for refreshments

Attachments A

Board nominees biographies

Rosemary Dupont

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 is currently co-coordinator of the Wanders 21. 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. With a strong business background, including skills in financial and personnel management, Rosemary's focus as President over the past years has been to lead a modernisation program to set the ground work for the future sustainability of the organisation.

Julie Polson

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 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.

Lynne Prentice

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.

Attachments B

Comparison of 2020 Rules and proposed 2021 Amendments

[This table uses current Rule numbering – consequential amendment to numbering will be included in final changed Rules]

| 2020 Rules | Proposed 2021 Rules | Comment |
|--|---|--|
| MOTION #a. Resignation of Honorary or Life membership | | |
| 23. The Board may appoint a person who has rendered special service to Pedal Power or who has made a special contribution to the advancement of cycling to honorary life membership of Pedal Power. This appointment carries all rights, privileges and obligations of individual membership, without the payment of any membership fees for the duration of that person's life. | 23. The Board may appoint <i>to honorary life membership of Pedal Power any</i> person who has rendered special service to Pedal Power or who has made a special contribution to the advancement of cycling to honorary life membership of Pedal Power . This appointment carries all rights, privileges and obligations of individual membership, without the payment of any membership fees for the duration of that person's life, <i>unless the person resigns or is subject to Rule 32.</i> | Ensures honorary life member can choose to resign or that Clause 32 (Discipline of members) can apply. Consistency with Honorary Membership Rule. |
| 24. The Board may admit as an honorary member any person of whom it approves for a period that it determines, up to 12 months. This appointment carries all rights, privileges and obligations of individual membership, without the payment of any membership fees for the determined period. | 24. The Board may admit as an honorary member <i>of Pedal Power any</i> person of whom it approves for a period that it determines, up to 12 months. This appointment carries all rights, privileges and obligations of individual membership, without the payment of any membership fees for the determined period, <i>unless the person resigns or is subject to Rule 32.</i> | Ensures honorary member can choose to resign or that Clause 32 (Discipline of members) can apply. Consistency with Honorary Life Membership Rule. |
| MOTION # b. Confidentiality of member records | | |
| 27. The Register of Members may be kept electronically or in hard copy and is to be kept at the office of Pedal Power (or if Pedal Power has no office, at a place nominated by the Board). | 27. The Register of Members may be kept electronically or in hard copy and is to be kept <i>securely</i> at the office of Pedal Power (or if Pedal Power has no office, at a place nominated by the Board). <i>27.1 The Register of Members can be accessed by authorised staff and by members on application as required by law.</i> | This aligns with amended <i>Associations Incorporation Act 1991 (ACT)</i> (the Act) addressing confidentiality. |
| MOTION #c. New Dispute Resolution Rule | | |
| New Rule [32] Discipline | (new) 32. Dispute Resolution (see Motion 13c) | To meet requirements of the Act; modelled on existing Discipline Rule. |
| 32.4 (ii) give to the Board before the date of that meeting a written statement seeking revocation of the resolution; | 32.4 (ii) give to the Board before the date of that meeting a written <i>material</i> statement seeking revocation of the resolution; | Consistency with new Dispute Resolution Rule. |
| MOTION #d. Nominations for election to the Board | | |
| 46 Nominations for the election to the Board are: | 46 Nominations for the election to the Board are: | Strengthens responsibility of Board members to act appro- |

| 2020 Rules | Proposed 2021 Rules | Comment |
|---|--|---|
| 46.1 to be in writing and signed by two financial Pedal Power members; 46.2 to be accompanied by the written consent of the candidate; | 46.1 to be in writing and signed by two financial Pedal Power members; 46.2 to be accompanied by the written consent of the candidate <i>and include the candidate's written commitment to adhere to the Board Charter and Pedal Power policies</i> ; | appropriately. |
| MOTION # e. Attendance of Members at Meetings | | |
| 71. Members of Pedal Power may attend meetings of the Board, propose agenda items and speak to those items, however only members of the Board may vote. | 71. Members of Pedal Power may <i>make a request to</i> attend <i>a</i> meeting of the Board, propose agenda items and speak to those items; however, only members of the Board may vote. | This amendment enables members the ability to engage with Board, but is more practical and workable. |
| MOTION # f. Clarifications | | |
| 17. A member may resign at any time by sending a written notice of resignation to the registered office of Pedal Power. | 17. A member may resign at any time by <i>writing to</i> notifying sending a written notice of resignation to the registered office of Pedal Power's current postal or membership email address. | Simplify language. |
| 78. Pedal Power may derive income from annual membership fees, entrance fees, event fees, donations and any other sources that Board decides, subject to the Act, (Section 114) for purposes which are consistent with these rules. | 78. Pedal Power may derive income from annual membership fees, entrance fees, event fees, <i>government grants</i> , donations and any other sources that Board decides, subject to the Act, (Section 114) for purposes which are consistent with these rules. | Government funding is relied on as an income source every year and should be included for sake of transparency. |
| MOTION #g. General editorial updates | | |
| 7., 8., 9. | Delete these rules. | Delete outdated Rules relating to a common seal (no longer required by the Act). |
| As required (e.g. 3, 4.5, 5) | Amend any reference to " <i>clauses</i> " to " <i>Rules</i> " (or " <i>sub-Rules</i> ") | Consistency. |
| 4.7, 93., 96. | Amend all references to " <i>Registrar</i> " to " <i>Registrar General</i> " | To align with the Act. |
| Renumbering | Renumbering to adjust for deletion of rules (7., 8., 9.) and new Rule 32. Dispute Resolution | Correct numbering. |
| As required | Amend " <i>membership</i> " to " <i>member</i> ", other than where membership is the correct term (e.g. 13., 14., 28.) | Consistency and clarity. |
| As required | General review for language and ease of use and checking against ACT 'model Rules' (if new model Rules available prior to finalisation of these amendments) | Consistency and clarity. |
| 32.4 For the purposes of giving notice in accordance with sub-rule (3), the Secretary (or another member of the Executive nominated by the Exec- | 32.4 For the purposes of giving notice in accordance with sub-rule (3), the Secretary (or another member of the Board Executive nominated by the Executive) must, as soon as practicable, cause to be | Delete outdated reference to 'Executive'. |

| 2020 Rules | Proposed 2021 Rules | Comment |
|--|---|--|
| utive) must, as soon as practicable, cause to be given to the member a written notice – | given to the member a written notice – | |
| 69. The President, or in his or her absence, a Vice President is to chair meetings. In the absence of the President and any Vice President, the meeting shall elect a chairperson. | 69. The President, or in his or her absence, a Vice President is to chair meetings. In the absence of the President and any Vice President , the meeting shall elect a chairperson. | Delete outdated reference to ‘vice president’. |