

Pedal Power ACT Inc. Annual General Meeting 2021
Tuesday 16 March 2021, commencing 7:30 pm
Southern Cross Club, Woden ACT

DRAFT MINUTES

1. Open AGM

The AGM was opened at 7.35pm by Rosemary Dupont (President and chair) with welcome to attendees and paying respect to the Ngunnawal people.

2. Introductions

The President introduced the current Board: Linda Laker, Secretary, Julie Polson, Lynne Prentice, John Widdup and Alan Tse, Treasurer, noting his apology.

The President also introduced Ian Ross, CEO, and Emily Stacey, events manager; and Karen Groves, *Successful Alliances* (Pedal Power's accountant).

3. Receipt of proxy and voting forms

The Chair noted receipt of proxies and voting forms as listed at **Attachment A**.

4. Apologies for non-attendance

Apologies are listed at **Attachment A**.

5. Guest speaker: Dr Arnagretta Hunter BA(hons) MBBS MPH FRACP

Cardiologist & Physician – Human Futures Fellow in ANU College Health and Medicine

Topic "The Health Benefits of Cycling"

Dr Hunter's well received and engaging talk encompassed her reflections on her cycling experiences and cycling's contribution to our health, with the twin benefits of exercising out in Canberra's "best air quality in the country" (except during 2020 bushfires) and reducing air pollution. She is excited about the potential of ebikes helping make cycling the norm for transport and charged everyone to have the imagination to all do our bit to move to an emissions-free approach to transport.

6. Minutes of last general meeting

The 2020 AGM minutes were accepted.

7. Matters arising from the minutes

Nil

8. Annual report and annual financial statement for 2019

Presentation of the President's annual report for 2020

The President's presentation:

- acknowledged the difficulties facing not-for-profits generally, even before COVID, and how well Pedal Power did in 2020 – with the very able assistance of Karen Groves – getting to its financial result. Commonwealth and ACT government funding assistance helped;

- congratulated staff and the CEO for how well they managed throughout the year, including working from home;
- thanked the Board for making hard decisions – meaning we didn't lose money starting things we couldn't do;
- explained the incredible risks of insurance for us and the risks of competition. Highlighted PPs unique advocacy role;
- strongly thanked our volunteers – including Alistair in office – and acknowledged our patrons.
- RD acknowledged our patrons

Presentation of the Chief Executive Officer's annual report for 2020

The CEO's presentation reflected on:

- significant business impacts in 2020 – cancelling Big Canberra Bike Ride and Fitz's, loss of 20 percent of membership and cessation of social rides for a period
- the importance of the Board making early and clear decisions in difficult circumstances
- positive achievements such as registering as a charity, reviewing our insurance produce and expanding our advocacy role – leading to successes such as such as maintenance on bike paths, completion of Heysen Drive, engagement during election campaign

He also spoke of the need to focus on rebuilding memberships, counter competition and remind ACTers of the protection and benefits PP is bringing to Canberra.

Presentation of the financial statement for the year ended 31 December 2020

Karen Groves spoke to the financial report – with year-end result being a small loss, mainly due to depreciation. She noted updating and modernising efforts means the hard work is done and Pedal Power can bounce forward and grow – that's the mission for the next 2-3 years.

Adoption of reports

The 2020 annual report and annual financial statement for year ended 31 December 2020 were adopted.

9. Volunteers Awards

Volunteer awards were made as set out at Attachment C, noting Peter Le Mesurier chose to decline his award.

10. Election of Board members

Current Board members whose membership expired at the AGM stood for re-election and were elected unopposed:

Item 10a: Lynne Prentice (one year)

Item 10b: Julie Polson and Rosemary Dupont (three years)

11. Election of President

Rosemary Dupont nominated and was elected unopposed.

12. Appointment of public officer

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

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

Motions for proposed Rule changes as set out in **Attachment C** were accepted.

14. Other motions on notice

The motion was carried unopposed.

15. Close AGM

The meeting closed at 9.30pm

16. Open discussion session

There was a short discussion on the Big Canberra Bike Ride and the President reminded attendees that more volunteers for the day would be most welcome.

17. Close discussion session and retire for refreshments

Attendance, Apologies and Proxies

ATTENDANCE	APOLOGIES	PROXIES & voting form
Rosemary Dupont (President) Linda Laker (Secretary) Julie Polson Lynne Prentice John Widdup Luke Wensing (Public Officer) Ian Ross (CEO) Emily Stacey Lindy Armstrong Chris Armstrong Greg Ash Harvey Bell David Brumfield Bob Catchpole Ted Catchpole Sheryl Greathead Oliver Lamond Amanda Daz Lau Diversin John Falez Christine Falez Carole Fullalove	Richard Bush Ian Hoskins Peter Le Mesurier Alan Tse (Treasurer)	To chair: Melda Van Ingelgom Rod Katz Peter Le Mesurier Lawrence Mays To John Widdup: Gregory Yee
Mary Howard Jeff Ibbotson Rod Katz Carol Kelly Robert Knight Alan Laird Lachlan Lewis Paris Lord Gary Marshall John McRae Brett Parsons Blair Phillips Jan Puklowski Marg Sharp Alasdair Sinclair Robyn Singleton Lesley Tozer Clem Tozer Julia Widdup Kylie Wilson	OTHER ATTENDEES Karen Groves (Accountant) Dr Arnagretta Hunter (Item 5)	

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 groundwork 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.

Motions to Change rules and comparison with 2020 Rules

1. MOTIONS

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 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.

2. 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 13a. 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</i> any 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</i> 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, <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 13 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</i>	This aligns with amended <i>Associations Incorporation Act 1991 (ACT)</i> (the Act) addressing confidentiality.

2020 Rules	Proposed 2021 Rules	Comment
	<i>law.</i>	
MOTION 13c. 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 statement</i> seeking revocation of the resolution;	Consistency with new Dispute Resolution Rule.
MOTION 13d. Nominations for election to the Board		
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 be accompanied by the written consent of the candidate;	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 <i>and include the candidate's written commitment to adhere to the Board Charter and Pedal Power policies</i> ;	Strengthens responsibility of Board members to act appropriately.
MOTION 13 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 attend a meeting of the Board</i> , 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 13 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 writing to 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 13g. 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 "Rules" (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.

2020 Rules	Proposed 2021 Rules	Comment
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 Executive) must, as soon as practicable, cause to be given to the member a written notice –	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 given to the member a written notice –	Delete outdated reference to ‘Executive’.
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’.

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.