

## **Bicycle New South Wales**

### **Annual General Meeting - Minutes**

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*Saturday, 1 November 2008 1:00pm*

*Sydney Mechanics' School of Arts (SMSA) 280 Pitt Street Sydney NSW 2000.*

#### 1. Welcome, Apologies, Housekeeping

**Apologies:** Michael Frankel, John Cooper, David McGrath (Running late - arrived 1.35)

**Introduction:** Rita Pang (Returning Officer) and Richard Kriedemann (Legal Advisor) from AAR

#### 2. Minutes of previous AGM (3 November 2007)

**Outcome:** Accepted with no changes - Moved: Jon Leighton, Seconded: Caroline Pidcock

#### 3. Reports

##### President's Report: Jenny Burn

The President emphasized that this year the focus this year on transparency, member communications (eg Monthly News from the Board) use of technology and continued development of our governance frameworks. The "Pedal Dynamic" was introduced and members were encouraged ask questions and to refer to the website for details per the plan on a page and the Board's policy guidelines that inform each of the 6 key strategies. The President let the meeting know that the Board would love to hear what members think.

##### BUGs Council Report: Greg Krix

Recognised as a slow and steady process and very much a work in progress at this time. Jenni Gormley asked a question about the effectiveness of the teleconferencing service used for BUGs Council meetings.

**Action:** CEO to work with the Chair of the BUGs Council to consider technology options in this space, particularly in the light of proposed changes to the constitution that will (if passed) also allow attendance at Board and General Meetings via technology.

Treasurer's Report: Greg Krix

Russ Webber asked a question as to why we have a deficit in 2007/08. Greg Krix responded that as per plan Bicycle NSW invested in its purpose.

Greg Krix said that while the accounts received an unqualified audit, the Auditor submitted a management letter indicating the need to improve accounting systems to meet the requirements of an external audit. A full system review is being undertaken in 08/09 to address these shortcomings.

Bicycle NSW Inc Audited Annual Financial Statements for the year to June 2008 tabled and accepted: Moved: Greg Krix, Seconded: Geoff Martin

John Holstein asked a question about the lockers numbers as reported in the Annual Report – the CEO took this question on notice and after checking against the full audited financial statements confirmed later in the meeting that 2 numbers had been transposed in the production of the concise accounts for the Annual Report. No changes to the bottom line required.

**Action:** CEO to correct in the Annual Report and publish on the website

CEO's Report: Alex Unwin

**Outcome:** All reports tabled and accepted.

**Action:** CEO to attend to posting copies of the presentations to be posted on the website.

The President introduced Board member David McGrath who arrived during the presentation of the reports

4. Board Elections

David McGrath and Ken Price addressed the meeting separately outlining their reasons for wishing to serve on the Board of Bicycle NSW. John Cooper's apologies were tabled.

**Outcome:** 3 nominations were received for 3 vacancies and so consistent with rule 17.4 of the current constitution David McGrath, Ken Price and John Cooper were taken to be elected to the Board.

5. Special Resolutions

The President advised the meeting that she was holding up to 42 directed proxies and 27 open proxies in respect to the special resolutions.

The President outlined the process over the preceding year of member consultation and communications with respect to the Review of the Constitution, and directed members to the hard copies of explanatory statement and resolutions which have been posted on the website since 6<sup>th</sup> October 2008.

The Special Resolutions were then read out (moved) and seconded as detailed below and members encouraged to mark their voting paper in turn.

Special Resolution 1. Moved: Caroline Pidcock, Seconded: Greg Krix

Special Resolution 2. Moved: Greg Krix, Seconded: Caroline Pidcock

Special Resolution 3. Moved: Caroline Pidcock, Seconded: Greg Krix

Sandra Doughty questioned whether the appointment process provided the appropriate level of robustness and that it may cause self selection of Board members. Jon Leighton responded that these were reasonable concerns, and indicated that the Board is planning to develop the current processes the Board has been using to search for Board members in the event that this resolution was passed. Graeme Booth shared his experience with not for profits indicating that it is often very hard to get people to stand for election

Special Resolution 4. Moved: Greg Krix, Seconded: Caroline Pidcock

Werner Steyer pointed out that it would perhaps be helpful if the terms of the appointed members were flexible to allow for the appointment of "better" candidates if they were found during the course of the 3 year term.

**Action:** Board Regulation around appointed Board members to be developed with this sentiment in mind

Special Resolution 5. Moved: Caroline Pidcock, Seconded: Greg Krix

Jenni Gormley pointed out that it made good sense to allow the Board to appoint their own office bearers and would lead to improved performance of the Board.

Special Resolution 6. Moved: Greg Krix, Seconded: Caroline Pidcock

The meeting was momentarily suspended while members finalized their voting forms and put in the ballot box, which the returning officer took out of the meeting to count.

## 6. Other business

Peter Youll asked why was Bicycle Victoria so much more successful than Bicycle NSW? The President responded by indicating that Bicycle NSW had a lot to learn from Bicycle Victoria and the closer relationships between the two organizations was bearing fruit.

A request was made to educate motorists to take more account of cyclists.

A request was made to find a way to raise the point size in the accounts.

**Action:** CEO to consider for action in preparation of 2008/09 financial statements

## 7. Office Bearers

After discussions among the Board the following office bearers were:

President: Jenny Burn

Vice President: Richard Birdsey

Treasurer: Greg Krix

Secretary: Jon Leighton

## 8. Voting Results

The returning officer reported the results of the vote to the meeting. All 6 of the Special Resolutions were carried with each receiving over 75% of the votes cast. The President asked the meeting if there were any objections to the results being posted on the website. No objections were raised.

**Action:** CEO to attend to posting results on the website

The President asked the meeting if there were any objections to the results of last year's Board Elections being posted on the website. No objections were raised and the President confirmed that the unsuccessful candidates would be contacted for their approval before the results pertaining to them were to be posted.

**Action:** President to follow up with unsuccessful candidates and CEO to attend to posting results on the website as appropriate

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*Close of meeting 4.01pm*