



# Minutes of the 44<sup>th</sup> Annual General Meeting

Bicycle Network Incorporated  
ABN 41 026 835 903 Reg.No. A0008607J

**Wednesday 30 October 2019**

**Held at Bicycle Network Offices, Level 4, 246 Bourke Street, Melbourne**

## Attendees

**Returning Officer:** Corrine Siddles

**Board Members:** Zena Burgess (Board President), Keir Paterson (Board Vice President), Kate Eddy, Jo Curtin, Kerry Gill, Gillian Hatch

**Leadership Team Members:** Craig Richards (Chief Executive Officer)

## Bicycle Network Members

**Minutes:** Sarah Aird

**Apologies:** Nil

The formal part of the meeting was opened at 6.32pm by the President.

The President welcomed those in attendance to the 2019 Annual General Meeting. A few housekeeping matters were covered including each member's entitlement to a maximum of 5 proxy votes as outlined in the Constitution.

The President introduced the Board members, the Returning Officer, the Leadership Team members, and the Life Members in attendance.

The President noted that the notice of meeting had been in members' hands for more than 21 days via *in the loop* and email. She noted the necessary quorum was present.

The President reminded members of the procedure for the meeting, and that the AGM may only consider other business, notice of which had been given in accordance with clause 20.3. No other business had been received.

## Confirmation of 2018 AGM minutes

There was no discussion regarding the 2018 minutes.

**Motion:** *That the minutes from the Annual General Meeting held on 24 October 2018 be accepted as a true and correct record.*

**Moved:** Jo Curtin

**Seconded:** Keir Paterson

Motion carried unanimously on a show of hands.

## Financial Statement

Copies of the full financial statements together with the Directors' Declaration and the Directors' and Auditors' Reports were distributed prior to and at the meeting.

No further questions were raised regarding the financial statements or Auditors report.

**Motion:** *That the Financial Statements together with the Directors' Declarations and the Directors' and Auditors' Reports be received.*

**Motioned:** Harry Schuurman

**Seconded:** Phil White

Motion carried unanimously on a show of hands.

## Election Results

The President announced that James Garriock and Prita Jobling-Baker have been elected to the Bicycle Network Board.

The President thanked the continuing Board Members for their hard work throughout the year.

A special thank you was moved to Corrine Siddles, the Returning Officer for the duration of the election, and to other candidates for their interest and commitment.

## Special Resolution

Notice had been given that motions recommended by the Board were to be proposed as special resolutions. The Board asked for any comments or questions from the members in attendance.

### Special resolution 1

An amendment to the first resolution was suggested, that clause 13.3 should require continuous membership of three months rather than continuous membership of 12 months. The President noted that the purpose of the 12-month membership eligibility for voting in elections was to ensure that those who were voting were committed to the organisation, and that people would not join simply to vote in the election and revoke their membership a month or two later.

The Board also noted that in previous years membership was purchased for a full 12-month period. A few years ago, month-to-month payments became available, and in the 2018 election there were a number of members who signed up for one month, voted in the election, and revoked their membership immediately following the AGM.

The Leadership Team suggested that up to 10% of members would have been members for less than 12 months and thus be affected by this change to the Constitution. Of those members in the room, six had been members for less than 12 months.

A member noted that governance stability may be more important than the sensitivities of individual members.

The proposed amendment was put to a vote.

**Motion:** *That clause 13.3 require three months of continuous membership, instead of 12 months, to provide entitlement to vote in elections.*

**Motioned:** John Englart

**Seconded:** Linda Porter

Motion to amend the special resolution was not carried on a show of hands: 5 votes in favour, 39 against.

The tabled resolution was therefore put to a vote.

**Motion:** *That in the Constitution of the Association:*

(1) *A new clause 13.3 be inserted:*

*13.3 Members who have not been members for a continuous period of at least the last 12 months are not entitled to vote.*

(2) *Clause 13.1 be replaced with:*

*13.1 All members are entitled to vote, subject to clauses 7(d), 12.4, 13.2, 13.3 and 14.1.*

(3) *Current clauses 13.3-13.6 be renumbered as clauses 13.4-13.7; and*

(4) *The cross-references in the index in clause 68 be amended consequently.*

**Motioned:** Gary Adler

**Seconded:** Lucas Foxtton

Motion carried on a show of hands: 39 votes in favour; 1 against; and 2 abstentions.

### Special resolution 2

There are currently eight members on the Board, five of them are women.

A member asked for the process of appointing additional women to the Board if required. The President suggested that such members would be co-opted.

A member asked for clarification on the meaning of co-opting. The Board confirmed that co-opting members is a process available in the Constitution already; the Board can invite members to join the Board without a member vote, in order to fill knowledge or skills gaps. The same member noted she would like to vote against co-opting rather than being concerned with gender balance. The President noted that was not on the table for this meeting.

A member suggested there should be a gender balance requirement rather than simply requiring a minimum number of women; what if there ended up being 100% women on the Board? The Board noted that the proposed resolution was being suggested to comply with Victorian government funding requirements.

The Board confirmed that if members resign at a time when an election is not due, the process to fill those slots is to co-opt members for a short time until an election is due.

The tabled resolution was put to a vote.

**Motion:** *That in the Constitution of the Association:*

*(1) The body of clause 27 be renumbered as clause 27.1*

*(2) In clause 27.1(b), "3" be replaced with "4", and*

*(3) A new clause 27.2 be added:*

*27.2 At all times at least 40% of Board members must be women.*

**Motioned:** Ben Reynolds

**Seconded:** Ray Cameron

Motion carried on a show of hands: 43 votes in favour; 0 against; 7 abstentions.

## **Board Recognition**

Keir Paterson thanked outgoing President Zena Burgess for her contribution as a Board Member since 2012 and as the Board President since 2017. He thanked all Board members for their ongoing contribution.

## **Meeting Close**

Zena thanks her colleagues on the Board for their continued work and commitment during the year, and closed the meeting.

**Close of Meeting:** 7.00pm