

2014 ANNUAL GENERAL MEETING - AGENDA

Thursday 11th December 2014 6:00pm

Location: Bicycle NSW Office, Bicentennial Drive, Sydney Olympic Park. For a map see the contact page of the website at www.bicyclensw.org.au/contact/

<u>Item</u>	<u>Topic</u>	<u>Suggested Time</u>
1	Welcome/Housekeeping/Apologies	6 – 6.05pm
2	Receive nominations of candidates for election as members of the board	6.05 – 6.10pm
3	To consider, and if thought fit, approve the Minutes of the Annual General Meeting held on Thursday 5 th December 2013 [^]	6.10 – 6.15pm
4	Presentations of 2013/2014 activities as follows: <ul style="list-style-type: none"> o President: Jon Leighton o Convenor Audit & Risk: John Cooper (including receipt and consideration of Audited Annual Financial statement to 30th June 2014*) 	6.15 – 6.30pm
	Followed by questions from the floor	
5	Board nominees invited to speak and respond to questions from the floor	6.30 – 6.45pm
6	Conduct of Board Elections	6.45 – 6.55pm
7	Presentation by Fiona Campbell – City of Sydney	6.55 – 7.05pm
8	Responding to questions on notice or from the floor	7.05 – 7.15pm
9	Announce result of Board elections	7.15 – 7.20pm
10	Any Other Business	7.20 – 7.30pm
11	Meeting Close	7.30pm

[^]*Hard copies of 2013 AGM Minutes[^] and the 2014 Annual Financial Statement* will be available at the AGM. Alternatively copies may be downloaded from the AGM pages of the Bicycle NSW website at www.bicyclensw.org.au/about/governance/agm/ or by calling Bicycle NSW on 02 9704 0800

Bicycle NSW 2013 Annual General Meeting Minutes

Thursday 05 December 2013 at 6:00pm.

Bicycle NSW, Bicentennial Drive, Bicentennial Park, Sydney Olympic Park NSW 2127.

Attendance:

Board: Jon Leighton, John Richardson, John Cooper, Graeme Edwards, Carolyn New, Craig Meagher, Adam Shepard (from 6.15pm), Royce Lee (from 6.23pm).

Management: Alex Unwin, Brian Fong, Tony Henderson, Matt Skinner, Claudia Carr, Emily Spiteri, Michael Jaeger.

A complete list of all other attendees was compiled as per constitutional requirements.

Apologies: none

Minutes: Brian Fong

Item	Topic
1	Welcome, apologies & housekeeping Meeting opened at 6:02pm. Welcome and Introductions
2	Minutes of 2011 AGM (30 November 2011) as amended per 2012 AGM Minutes of the 2011 AGM as amended per 2012 AGM were tabled as read and the President called for amendments. Motion: Jon Cooper moved that the minutes of the 2011 AGM as amended per 2012 AGM be accepted. John Richardson seconded and the motion was carried unanimously.
3	Minutes of 2012 AGM (6 December 2012) Minutes of the 2012 AGM were tabled as read and the President called for amendments. Motion: John Cooper moved that the minutes of the 2012 AGM be accepted. Graeme Edwards seconded and the motion was carried unanimously.
4 4.1	Presentations of 2012/2013 activities President: Jon Leighton Presidents Report Welcome everybody and thank you all for making the effort to publicly support Bicycle NSW and be here today. Who wants to drive V8 supercars when we can ride bikes! Bicycle NSW exists to Create a Better Environment for Cycling. You might laugh but I have said this at least 3 times a day everyday this year. What is fantastic is like the phrase "cycling is the new golf" which I said as often after giving up golf and taking up Cycling, Creating a Better Environment for Cycling is now being played back to us and our stakeholders. This is the reason why we exist, what we believe in and collectively our responsibility to achieve is a Better Environment for Cycling in NSW. Whilst we all have our passions in and out of cycling and we partner with a large number of other very important stakeholders that we have much in common with we need to constantly remind ourselves what our scare time and resources are there to do! We are responsible for and leaders in the Creation of a Better Environment for Cycling. We are achieving this however my increasingly grey hair and ageing legs reminds me that we are also a long time dead. Our time, energy and passion is precious as is the Cycling tail wind that we are all enjoying. I said last year that for far too long this organisation has been full of good intent and good people but at cross purposes and therefore achieving much less for the considerable effort of all of its parts than it could and should. Our stated 2013 goal for BNSW was one team. One team that includes all the important parts of people who are staff, volunteers, board members and other important stakeholders. I'm pleased to report that we now have the best team ever. This has not happened by chance. We needed to really enjoy the journey. We needed to enjoy each other's company. That means working hard and holding each other to account without fear or favour. It also means supporting each other and having a whole lot of fun together. Having conversations once and acting upon decisions. Never miss a commitment or deadline. Be direct and upfront. More decisions less work. The cost of excess deliberation, process is ultimately lack of action, nothing gets done and we become less relevant. Our most precious asset is our time. We are all time poor. We have valued and used our precious time to Create a Better Environment for Cycling in NSW in 2013. As an organisation we act together as one. As a team we have achieved this together. I would like to publicly and personally thank: <ul style="list-style-type: none">• BNSW Vice President John Richardson

Item	Topic
	<ul style="list-style-type: none"> • Head of Audit and Risk John Cooper • Board Secretary Royce Lee • Bugs Council Chair Graeme Edwards • Bugs Committee Chair Carolyn New and welcome new Board members Adam Shepard and Craig Meagher • Alex our CEO and the management team of Tony Henderson Events Director of which the Spring Cycle is the flagship, Brian Fong CFO, and Claudia Carr our new head of Communications, PR and Social Media, Matt Skinner Membership, Emily, Donna, Pip, Jenni and Michael <p>We have developed a fantastic team and a team with no 'I' in it. That team now fully includes all of the BUGS which we have listened to, ridden and worked together with, our fantastic volunteers, the State Government RMS, TfNSW (just this morning Alex and I had a meeting with the new Director General as one of his key stakeholders in his first week in his job), SOPA, City of Sydney, Cycling NSW, Amy Gillett Foundation, Bicycle Council, Cycling Australia and our domestic and international sponsors and partners including Allen's our pro bono legal partner – thank you.</p> <p>This of course has not happened by chance. We have engaged, listened to and worked with all of our partners through a strategy of direct engagement, Board Room lunches; with Bicycle NSW bringing key stakeholders together, private meetings and engagement at all levels all with the agreed outcome of Creating a Better Environment for Cycling and it is working.</p> <p>In a real sense we have already started 2014 and as a team we are discussing later on the major initiatives we want to achieve in 2014. Let me say this will include an even bigger, better and bolder Spring Cycle, a dynamic new membership model, a technology and social media system that will truly allow us to engage with all our stakeholders and specific advocacy initiatives and outcomes. We would like to achieve some great things around safety, road user respect and behaviour and a safer and more efficient cycling environment for all.</p> <p>In short we will stop at nothing and continue as a team to work very hard on your behalf at Creating a Better Environment for Cycling in NSW and Australia</p> <p>Questions from the floor: None</p>
4.2	<p>Convenor of Audit & Risk Committee: John Cooper</p> <p>John Cooper tabled the audited Annual Financial Statements for year ending 30 June 2013 as read, and provided the following summary:</p> <p>I am pleased to present the financial statements for Bicycle NSW for the year ended 30 June 2013.</p> <p>Last year we reported a surplus of \$86, 344. Our surplus this year is \$21,735. This has been achieved even though we have seen a decrease in revenue from \$1,778,292 to \$1,439,805. The decrease in revenue was in the main part due to a decrease in corporate sponsorship. This decrease in revenue was carefully monitored by the BNSW Team during the year and expenses were reduced by more than the same amount. Given the reduction in corporate sponsorship the surplus is a pleasing result.</p> <p>The Statement of Financial Position shows a slight decrease in assets to \$751, 577 from \$803, 108 in the previous year. The liabilities of the organisation have decreased by a greater amount from \$532,311 to \$459,045. This has resulted in an overall increase in total members' funds from \$270,797 to \$292,533. The cash on hand and at bank at the end of the year was \$518, 075.</p> <p>I think it is important for me as the convenor of the audit and risk committee to provide some insights (based on what I have said) about areas of focus for the future. The expenses of the organisation are being carefully controlled and managed. The revenue of the organisation has to remain the focus of the organisation going forward and as it grows resources could grow so as to enable us to create a better environment for cycling. Our attention could be directed at:</p> <ul style="list-style-type: none"> • Gaining greater corporate sponsorship for the organisation as a whole or for existing and new programs; • Increasing membership; • Increasing revenue (both from participants and sponsors) for the Spring Cycle. <p>This could be my last report to you as convenor of the audit and risk committee. I would like to thank the whole team at BNSW for their support and assistance over the past few years. In particular I would like to thank Brian Fong for the great work he has done as the true custodian of our finances.</p> <p>The challenge for any not-for-profit organisation is to be not for profit but to be financially sustainable. Together, working as a team, I feel we have all managed to do this. Thank you.</p> <p>Questions from the floor:</p> <p>Q: Ray Robinson: What are the membership numbers? A: Alex Unwin: Subscriptions are 6600 so about 12,000 members once we allow for household members.</p>

Item	Topic
4.3	<p>Q: David Martin: There has been a fall in sponsorship this year. What do you see will happen next year?</p> <p>A: John Cooper: The challenge is for us to find corporate sponsorships. They are out there but are being spent on other things. We don't need to have one big sponsor. We could have a pyramid of sponsorships and if we can do this then we can do amazing things with our membership model.</p> <p>In a way we're a bit like Greenpeace in that you don't have to be a member to be able to ride a bicycle. Organisations such as surf lifesaving require you to be a member before you can be a surf lifesaver. There needs to be more work done to change the membership model so that more people subscribe to the cause. We have already split insurance from the membership so that it's an option. By creating these options we hope to increase the total membership fee but this is a long process that we must do slowly over a period of 5-6 years.</p> <p>Motion: John Cooper moved that the financial statements and report for FY 2012/2013 be accepted, John Richardson seconded and the motion was carried unanimously.</p> <p>CEO: Alex Unwin</p> <p>The CEO extended thanks to all for attending the AGM and for their contribution over the year, particularly acknowledging the hard work of the staff team.</p> <p>Alex reported the big change this year for members was around new membership system and the offering (with or without insurance) - this already paying dividends as we engage across the bike riding world. For this Bicycle NSW owes a debt to John Cooper and Tony Arnold (Tony has now left Bicycle NSW to join the Australian Bicycle Council).</p> <p>Alex introduced the executive staff – Tony Henderson, Claudia Carr, and Brian Fong. Tony and Claudia introduced themselves to the meeting and spoke briefly about their individual responsibilities.</p> <p>Alex extended a personal thank-you to each and every Board member, and thanked the members present for attending.</p> <p>Tony Henderson (Portfolio Director – Events): Thanks to events team Donna Little, Emily Spiteri and Michael Jaeger, we have the right mix of people on the team. The Spring Cycle was a fantastic day and was the best run event that I've been involved having now completed seven Spring Cycles. With the new team in place we are in good stead for next year. The new concepts of the Challenge Ride and Riding with the Stars has given us the platform/product to engage heavily with the corporate and sponsorship dollars and build the profile and patronage of the event.</p> <p>2014 events:</p> <ul style="list-style-type: none"> • Gear up Girl is coming up on 9 March 2014 and will start in Sydney Olympic Park and go to Cronulla. • Discovery weekend in Batemans Bay from 2-5 May 2014 follows on from the successful event in Orange in 2012. • Spring Cycle 2014 will be on 19 October 2014. Keep the date. I'm excited for next year. <p>Claudia Carr (Communications Director) I've been on board for 2 months, and I'd like to acknowledge and thank Matt Skinner for his good work with members around the new membership products and terms this year. He's an absolute asset to the team. I come from seven years of working with government policy and communication roles at the department of attorney general and justice. I know how to speak the government language and understand about building political capital. I am keen to promote the Bicycle NSW name and am very familiar with working on sponsorship items along with advocacy and membership items.</p>
5	<p>Questions</p> <p>Questions on Notice: none</p> <p>Questions from the floor:</p> <p>Q: Doug Stewart – President Bike North: Looking at the engagement between board and BUGs. What plans are there to engage with BUGs in the coming year?</p> <p>A: Jon Leighton: We should ask the BUGs what their most important event of the year is and try to get the Board or staff to attend these.</p> <p>A: Graeme Edwards: Last year the BUG council put the call out to the BUGs asking if there were events that they would like the board to attend and we plan to do the same again this year. Only Bike North, Newcastle Cycleways Movement (NCM) and Southern Highlands BUG responded last year and the Board attended all three of these events. So far only NCM have asked us to attend an event next year and we plan to be there. You don't have to be a country BUG for the board to attend your event. However please send your request via the BUG council email list so that you can encourage others to ask too.</p> <p>Q: Ray Robinson - Northern Beaches Bikers (NBB) member: We have 4 riders who became Ride Leaders by attending a BNSW course. We have another 14 members who became ride leaders by completing an online assessment. However we have now been advised that these 14 ride leaders are not ride leaders as they haven't completed a BNSW course. We have now lost a</p>

Item	Topic
	<p>couple of ride leaders as a result. The need to complete a course and the ongoing annual online assessments seem to be onerous in comparison to getting a drivers licence. I need to report on this to the NBB AGM on 15/12.</p> <p>A: Jon Leighton: We want more ride leaders. Can we look at this as a project and figure out how we can solve this so that Ray has something before his AGM on 15/12/13.</p> <p>A: John Cooper: We don't need to reinvent the wheel. Surf lifesaving has similar issues and I can assist Matt Skinner with this.</p> <p>Q: Chris Rissel - Director of the NSW Office of Preventative Health: I'm currently involved in promoting active travel for school. I'd like to thank BNSW for your involvement, support and participation. I'd like to ask for Board Support for active travel for school.</p> <p>A: Jon Leighton: Thank you for your acknowledgement and for involving us.</p> <p>A: John Cooper: This sounds like an excellent topic for a boardroom lunch and I would be happy to host it.</p>
6	<p>Board election results</p> <p>Nominations were received from Royce Lee and Adam Shepard. In accordance with clause 18.8 of the Rules of Bicycle NSW, as the number of nominations received was equal to the number of vacancies to be filled, Royce Lee and Adam Shepard are taken to be elected.</p> <p>Jon Leighton: I'd like to thank our departing directors Paul Kean and Kate Bates. And I'd like to welcome back Adam Shepard and Royce Lee.</p>
7	<p>Any other business</p> <p>None</p>
8	<p>Meeting close</p> <p>The meeting was declared closed at 6.53pm.</p>

DRAFT

BICYCLE NEW SOUTH WALES INCORPORATED AND CONTROLLED ENTITIES

ABN 26 511 801 801

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2014

	Note	Economic Entity		Parent	
		2014 \$	2013 \$	2014 \$	2013 \$
Revenue	2	1,270,225	1,439,805	1,244,942	1,420,185
Staff and other labour incurred		(575,476)	(612,598)	(575,476)	(612,598)
Insurance costs incurred		(141,370)	(143,286)	(141,370)	(143,286)
Communication costs incurred		(135,709)	(125,806)	(135,709)	(125,802)
Events direct expenses incurred		(362,045)	(347,801)	(361,670)	(347,801)
Borrowing costs expense					
Depreciation expense		(8,832)	(8,889)	(8,832)	(8,889)
Other expenses from operations					
Pledge to Advocacy		(17,233)	(17,684)	(17,233)	(17,684)
Audit		(16,650)	(17,050)	(16,650)	(17,050)
Bad Debts		(100)	-	(100)	-
Cleaning and Garbage		(6,721)	(6,583)	(6,721)	(6,583)
Finance & Legal Fees		(31,738)	(18,608)	(31,738)	(16,832)
Rent and Storage		(39,605)	(40,900)	(39,605)	(40,900)
Repairs and Maintenance		(1,562)	(2,052)	(1,562)	(2,052)
Software and Computer Service		(16,795)	(38,189)	(16,795)	(37,829)
Stationery and Consumables		(19,183)	(17,361)	(19,183)	(17,361)
Travel Expenses		(16,819)	(10,927)	(16,819)	(10,927)
Utilities		(635)	(579)	(635)	(579)
Vehicle Running Costs		(10,293)	(6,607)	(10,293)	(6,607)
Loss on disposal of plant and equipment		(1,719)	(3,150)	(1,719)	(3,150)
(Deficit)/Surplus before income tax expense		(132,260)	21,735	(157,168)	4,255
Income tax expense		-	-	-	-
(Deficit)/Surplus for the year		(132,260)	21,735	(157,168)	4,255
Other comprehensive income		-	-	-	-
Total comprehensive surplus		(132,260)	21,734.63	(157,168)	4,255

BICYCLE NEW SOUTH WALES INCORPORATED AND CONTROLLED ENTITIES

ABN 26 511 801 801

STATEMENT OF FINANCIAL POSITION
FOR THE YEAR ENDED 30 JUNE 2014

	Economic Entity		Parent	
	2014	2013	2014	2013
	\$	\$	\$	\$
CURRENT ASSETS				
Cash and cash equivalents	461,102	518,075	410,265	490,276
Trade and A	69,045	17,238	68,947	17,166
Other assets	155,720	190,666	155,720	190,241
TOTAL CURRENT ASSETS	685,867	725,979	634,932	697,683
NON-CURRENT ASSETS				
Plant and equipment	20,827	23,012	20,827	23,012
Other assets	2,586	2,586	2,586	2,586
TOTAL NON-CURRENT ASSETS	23,413	25,598	23,413	25,598
TOTAL ASSETS	709,280	751,577	658,345	723,281
CURRENT LIABILITIES				
Trade and other payables	494,514	419,981	503,635	426,833
Provisions	39,460	29,196	39,460	29,196
TOTAL CURRENT LIABILITIES	533,974	449,177	543,095	456,029
NON-CURRENT LIABILITIES				
Provisions	15,033	9,868	15,033	9,868
TOTAL NON-CURRENT LIABILITIES	15,033	9,868	15,033	9,868
TOTAL LIABILITIES	549,007	459,045	558,128	465,897
NET ASSETS	160,273	292,533	100,217	257,384
MEMBERS' FUNDS				
Accumulated surplus	160,273	292,533	100,217	257,384
TOTAL MEMBERS' FUNDS	160,273	292,533	100,217	257,384

BICYCLE NEW SOUTH WALES INCORPORATED AND CONTROLLED ENTITIES

ABN 26 511 801 801

**NOTES TO THE SUMMARY FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2014****1. Accounting Policies**

The summary financial statements have been prepared from the audited financial report of Bicycle New South Wales Incorporated and controlled entity for the year ended 30 June 2014. A copy of the Association's full financial report, including the independent audit report, is available at request from Bicycle New South Wales Incorporated.

The financial Statements, specific disclosures and the other information included in the summary financial statements are derived from and are consistent with the full financial report of Bicycle New South Wales Incorporated and controlled entity.

The summary financial statements cannot be expected to provide as detailed an understanding of the financial performance, financial position and financing and investing activities of Bicycle New South Wales Incorporated and controlled entity as the full financial report.

The accounting policies have been consistently applied to Bicycle New South Wales Incorporated and controlled entity and are consistent with those of the financial year in their entirety.

The presentation currency used in the financial report is Australian dollars.

There have been no changes to the accounting policies of the Association from the previous financial year.

2. Revenue

	Economic Entity		Parent	
	2014	2013	2014	2013
	\$	\$	\$	\$
Operating activities				
Magazine Sales	463	435	463	435
Advertising Sales	1,132	2,495	1,132	2,495
Donations and Grants	28,897	25,068	0	6,000
Fees - Member Individual / Adult	346,796	377,744	346,796	377,744
Fees - Member Family	354,332	361,359	354,332	361,359
Fees - Member Child	0	1,713	0	1,713
Fees - Non Member Adult	304,264	326,758	304,264	326,758
Merchandising Sales	13,058	5,975	13,058	5,975
Corporate Sponsorship	201,072	307,105	205,872	307,105
Miscellaneous Sales	6,254	10,168	6,254	10,168
	<u>1,256,268</u>	<u>1,418,820</u>	<u>1,232,170</u>	<u>1,399,752</u>
Non-operating activities				
Interest received	13,957	20,985	12,771	20,433
Total Revenue	<u>1,270,225</u>	<u>1,439,805</u>	<u>1,244,942</u>	<u>1,420,185</u>

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF BICYCLE NEW SOUTH WALES INCORPORATED**

The accompanying summary financial statements, which comprises the summary statement of financial position as at 30 June 2014 and the summary statement of comprehensive income for the year then ended, and related notes, are derived from the audited financial report of Bicycle New South Wales Incorporated and its controlled entity for the year ended 30 June 2014. We expressed an unmodified audit opinion on that financial report in our report dated 18 November 2014.

The summary financial statements do not contain all the disclosures required by Australian Accounting Standards. Reading the summary financial statements, therefore, is not a substitute for reading the audited financial report of Bicycle New South Wales Incorporated.

Board's Responsibility for the Summary Financial Statements

The Board is responsible for the preparation of a summary of the audited financial reported on the basis described in Note 1.

Auditor's Responsibility

Our responsibility is to express an opinion on the summary financial statements based on our procedures, which were conducted in accordance with Auditing Standard ASA 810 *Engagements to Report on Summary Financial Statements*.

Opinion

In our opinion, the summary financial statements derived from the audited financial report of Bicycle New South Wales Incorporated for the year ended 30 June 2014 are consistent, in all material respects, with that audited financial report, on the basis described in Note 1.



McLean Delmo Bentleys Audit Pty Ltd



**Martin Fensome
Partner**

Hawthorn
18 November 2014