

Bicycle NSW

AGM 2015

Board Members 2014-2015

Jon Leighton

Graeme Edwards

John Richardson

Royce Lee

David Kelly

Sara Stace

Peter Lee

Melinda Tarrant

Alan Coutts

2015 ANNUAL GENERAL MEETING - AGENDA

Thursday 10th December 2015 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	6.00 – 6.05pm
2	To consider, and if thought fit, approve the Minutes of the Annual General Meeting held on Thursday 11 th December 2014 [^]	6.05 – 6.10pm
3	Presentations of 2014/2015 activities as follows: <ul style="list-style-type: none"> ○ President: Jon Leighton ○ CEO: Ray Rice ○ Convenor Audit & Risk: David Kelly (including receipt and consideration of Audited Annual Financial statement to 30th June 2015*) 	6.10 – 6.30pm
	Followed by questions from the floor	
4	Responding to questions on notice or from the floor	6.30 – 6.45pm
5	Announce result of Board elections	6.45 – 6.50pm
6	Any Other Business	6.50 – 7.00pm
7	Meeting Close	7.00pm

[^]*Hard copies of 2014 AGM Minutes[^] and the 2015 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 2014 Annual General Meeting Minutes

Thursday 11 December 2014 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, Royce Michael Lee, David Kelly.

Management: Sophie Bartho, Brian Fong, Tony Henderson, Matt Skinner, Lisa Nicholls, Michael Jaeger.

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

Apologies: Linda Scott

Minutes: Royce Michael Lee

Item	Topic
1	<p>Welcome, apologies & housekeeping</p> <p>Meeting opened at 6:00pm.</p> <p>Welcome and Introductions</p>
2	<p>Minutes of 2013 AGM (05 December 2013)</p> <p>Minutes of the 2013 AGM were tabled as read and the President called for amendments.</p> <p>Motion: John Cooper moved that the minutes of the 2013 AGM be accepted. Graeme Edwards seconded and the motion was carried unanimously.</p>
3	<p>Presentations of 2013/2014 activities</p>
3.1	<p>Events Director: Tony Henderson</p> <p>Tony updated the members present on highlights for the year including:</p> <ul style="list-style-type: none"> • Membership – growth in membership, now in excess of 12,000 members • Participation – increased rider numbers for Gear Up Girl and the Spring Cycle, attracting strong media exposure, with strong net promoter scores from participants of Gear Up Girl and Discovery Ride Batemans Bay
3.2	<p>Communications Director: Sophie Bartho</p> <p>Sophie provided an update to members on key advocacy-related initiatives, including:</p> <ul style="list-style-type: none"> • Championing the complete delivery of the Sydney City Centre Access Strategy including the Castlereagh Street Cycleway and protecting the popular College Street Cycleway • Preserving Pyrmont Bridge access for cyclists and pedestrians • Supporting our state network of Bicycle User Groups (we couldn't do it without their local knowledge and energy) • Representing NSW at Velo-city – regarded as the world reference in terms of urban cycling policies • Representing NSW at the Australian Bicycle Summit, with state organisations and industry leaders collaborating to positively influence Federal political decision makers and policy • Supporting the NSW Rail Trails campaign • Supporting our network of BUGs on leadership strategies such as the Newcastle CycleSafe Network Campaign • Representing bicycle riders on the Cycling Safety Implementation Working Group and Ministerial Road Safety Advisory Council, plus numerous other committees, councils and forums • Contributing to the important Safe Cycling Study by the University of NSW • Launching the 'It's a Two Way Street' campaign with the Amy Gillett Foundation and Transport for NSW • Advocating for the 1 metre minimum passing distance including the launch of our 'I GIVE A METRE' sticker • Collaborating with the Centre for Sustainable Leadership to present the inaugural Mayors and MPs Ride • Contributing to the Active Travel Charter for Children, launched at the global Walk21 Conference • Educating 12,300 school aged children on bike safety through the Bicycle NSW Artwork Competition • Leading the public response opposing calls for the registration and licensing of cyclists • Participation defining end-of-trip facilities best practice • Defining the Bicycle NSW Safe Commuter Cycling Policy <p>and brand representation and engagement:</p> <ul style="list-style-type: none"> • Improvements to the Bicycle NSW website • Media activity averaging 10x interviews/opportunities per month, with good conversion from print exposure to television • Continued investment in growing our social media footprint, leading to an increase in referral rates to our website

Item	Topic
3.3	<p>President: Jon Leighton</p> <p>Thanks to the executive and broader Bicycle NSW team – Sophie Bartho, Tony Henderson, Brian Fong, Matt Skinner, Michael Jaeger, and Lisa Nicholls for their commitment and hard work through the year.</p> <p>Study tour to the Netherlands: I attended a study tour to the Netherlands on behalf of Transport for NSW (Fiona Campbell who is presenting later in the AGM was also an attendee), creating a great network of stakeholders. While on tour I had a 'light-bulb' moment: I had believed it was all about cycling but its not – it's all about the liveability of our city. I came away even more aware of just how much we have to do, and that our enemy is that we don't have a great environment for cycling.</p> <p>Our organisation and executive:</p> <ul style="list-style-type: none"> • Alex Unwin, our CEO, resigned during the year. We're grateful for Alex's contribution, and for being a friend to both Bicycle NSW and our cause of creating a better environment for cycling. Alex hired Sophie Bartho, giving us three executives to steer the Spring Cycle. We're not an events organisation, but the Spring Cycle is a key product that needs to generate a return and not cost us money. Our executive team has worked hard to move us towards that goal. • We're in the process of hiring a new CEO, with 50+ applications received. These are being reviewed by the Board subcommittee, with an appointment expected in early 2015. • Our stakeholder capital is high, but as we earn more respect it drives us to want to do more, highlighting that we need more resources. <p>Our Board:</p> <ul style="list-style-type: none"> • I accepted the Presidency with a mandate that we'll working together, hold each other to account, make more decisions, and do less 'busy-work'. We must work together as one Bicycle NSW – we can't spend time sweating the small stuff. It's common sense, but I'm pleased to say it's how we've worked all year. Thanks to Board members John Richardson, John Cooper, Graeme Edwards, Carolyn New, Craig Meagher, and Royce Michael Lee. • Craig Meagher and Carolyn New have not nominated for re-election at this AGM. Thanks to Craig for his guidance and commercial input, and to Carolyn for her selfless service particularly supporting our BUGs. • After many years of service John Cooper has also decided not to nominate for re-election. As convenor of the Audit and Risk committee, John has provided great stewardship, leadership, and intelligence, and has always done everything that was asked of him or his firm. John is a true friend of Bicycle NSW and of cycling, and we thank him and wish him all the best. • David Kelly, a senior partner at PwC, has been appointed to the Board and will convene the Audit and Risk committee, ensuring that with the departure of John Cooper we will continue to have strong financial stewardship. <p>Next year:</p> <ul style="list-style-type: none"> • We've already started our work for 2015, and have a Board meeting straight after this AGM so we can maintain our momentum through the holiday period • We're planning the biggest, boldest, and best Spring Cycle we've ever had • We'll continue to work hard on greater commercialism for the organisation as a whole, which will enable us to do more, and be even stronger for advocacy
3.4	<p>Convenor of Audit & Risk Committee: John Cooper</p> <p>John Cooper tabled the audited Annual Financial Statements for year ending 30 June 2014 as read, and provided the following commentary:</p> <ul style="list-style-type: none"> • 2013/14 was a tough year for BNSW, with government donations diminishing, and membership remaining flat • Good news is we already had plans to address this, including a new membership model and new event sponsors (including Real Insurance), allowing us to move to a neutral or cash positive position • Having said that it's important to remind ourselves that Bicycle NSW is a not-for-profit charged with creating a better environment for cycling, and as such we exist to spend the money we have • Overall, thinking our challenges and our and our response we've done well. I know that the board is in good hands, and I'm pleased to leave Audit and Risk in David Kelly's capable hands. <p>Questions from the floor:</p> <p>Q: David Martin: How do our financial projections for this year look? A: John Cooper: We'll break-even, and will continue to closely monitor month to month. To go from deficit to break-even is a big turnaround.</p> <p>Q: Geoff Ashton: The donations we receive from government: what size are they and why are they diminishing? A: John Cooper: We receive over \$100K.</p>

Item	Topic
	<p>A: John Richardson: With the change in government we're moving increasingly to a user-pays model, and Transport for NSW has removed itself from that business. We still receive a lot of benefit 'in kind', but we need to close the gap with more corporate donations. Our costs are going up, so we still need government support. City of Sydney is helping us, and the City Ride they sponsor is increasing in popularity. We need to keep going with initiatives like Gear Up Girl because they help us reach our target market, but we need to find a way to make them sustainable through sponsorship.</p> <p>John Cooper additional comments: We received significant pro bono work from Allens. They perform an extraordinary job and help us enormously at no cost.</p> <p>Motion: John Cooper moved that the financial statements and report for FY 2013/2014 be accepted, Sam Reich seconded and the motion was carried unanimously.</p>
4	<p>Questions</p> <p>Questions on Notice: none</p> <p>Questions from the floor:</p> <p>Q: John Watt: In terms of membership, what's the difference between BNSW and Cycling Australia?</p> <p>A: Jon Leighton: If you add up memberships of all cycling groups in Australia it still only represents 2-3% of the population, making it crazy that we have so many organisations with so much duplication. Having said that we see our job is not to fight with other organisations, but find ways to work together, and potentially create other membership types to remove duplication. Also when we think of our membership base, strategically we need to be going after all potential cyclists.</p> <p>Q: Dave Borella (BIKESydney): Bicycle Network (Victoria) is pressing into NSW. I want Bicycle NSW to prevail, but we need to have a clear strategy for solvency and prosperity. Key call-out is constitutional reform and periodicity of terms. Being an NFP shouldn't be a blocker to being more commercial. Really important we stick to the cause, monetise and get savvy, and not get distracted by low-priority issues like mandatory helmet legislation. This is a friendly approach, not a challenge, and I'm willing the Board on. I'd also like to give thanks to the retiring Board members.</p> <p>A: John Richardson: My personal view is there are too many bike organisations in Australia. It's confusing to governments who provide the infrastructure. It confuses the media and confuses the public. It even confuses members – some are now members of both – who joined Bicycle Network because they'd been led to believe (incorrectly) that Network were affiliated with Bicycle NSW. The conundrum is working with other organisations that actually want to work with us. We do that with Cycling NSW, and look for things we can do together. It's critical that we're not distracted – solvency is an issue, but the major player is relevance. With WestConnex \$13bn will be spent on roads with no allowance for cycling, so our focus is to be right in front of the RMS, Transport for NSW, and the Minister of Roads, representing all cyclists and organisations. We're doing that today, making us more relevant and more representative, and relevant to the whole state, evidenced by our work on Sapphire to Woolgoolga.</p> <p>A: Jon Leighton: To David and the other commenters, thanks for sharing your thoughts, for where your heart is, and for your efforts. The opportunity doesn't necessarily get smaller with more competitors – there can be a bigger prize, so perspective is important. We're here to create a better environment for cycling. We met with their CEO and President and tried to find common ground. They weren't interested in working with Bicycle NSW on advocacy or creating a better environment for cycling, it felt like they were only interested in growing their business. We agreed that we wouldn't do anything in Victoria, they agreed to let us know if they were planning anything in NSW, but they haven't honoured that agreement. As John Richardson said we need to 'stick to our knitting', but build our commercial resources, and create a better environment for cycling.</p>
5	<p>Board elections</p> <p>No nominations were received prior to the pre-AGM deadline, so in accordance with clause 18.6 of the Rules of Bicycle NSW, nominations were called for at the meeting. Nominations were received from Alan Corven, Peter Lee, Sara Stace, and John Watt.</p> <p>In accordance with clause 18.9 and 18.10 of the Rules, a ballot was held with the following nominees elected to the Board of Bicycle NSW:</p> <ul style="list-style-type: none"> • Peter Lee • Sara Stace <p>Members present at the AGM congratulated the successful nominees.</p>

Item	Topic
6	<p data-bbox="236 259 485 293">Any other business</p> <p data-bbox="236 293 1508 353">Fiona Campbell from City of Sydney gave a presentation about the coming 'bike summer' (coming in the next year or two), and our need to be ready. We have important and inspiring work to do.</p> <p data-bbox="236 371 708 405">Col Jones offered a vote of thanks to the Board.</p> <p data-bbox="236 421 735 454">John Holstein offered a vote of thanks for the staff.</p> <p data-bbox="236 465 612 499">Closing comments from Jon Leighton:</p> <ul data-bbox="288 510 1508 640" style="list-style-type: none"><li data-bbox="288 510 831 544">• Thanks once again to Allens for all of their support<li data-bbox="288 544 1508 604">• The support, knowledge, and ability in the room is what will take us forward, so I'd love to see everyone in the room be part of one of the portfolios – we will post them on our website<li data-bbox="288 604 687 640">• Thanks very much to our volunteers
7	<p data-bbox="236 658 416 692">Meeting close</p> <p data-bbox="236 692 679 725">The meeting was declared closed at 7.57pm.</p>

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BICYCLE NEW SOUTH WALES INCORPORATED AND CONTROLLED ENTITY
ABN 26 511 801 801

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2015

	Note	2015 \$	2014 \$
Revenue	2	1,357,166	1,270,260
Less: expenses			
Administration and office expenses		(67,757)	(92,861)
Advertising expense		(127,413)	(90,231)
Advocacy		(18,448)	(14,730)
Bad Debts		-	(100)
Depreciation and amortisation expense		(6,821)	(8,832)
Employee benefits expense		(510,629)	(575,476)
Event costs		(417,896)	(359,724)
Finance costs		(34,683)	(32,091)
Insurance expense		(111,526)	(141,370)
Loss on disposal of plant and equipment		(922)	(1,751)
Occupancy expense		(26,217)	(39,602)
Website and social media		(31,035)	(45,750)
		<u>(1,353,347)</u>	<u>(1,402,518)</u>
Surplus / (deficit) for the year		<u>3,819</u>	<u>(132,258)</u>
Other comprehensive income for the year		<u>-</u>	<u>-</u>
Total comprehensive income		<u><u>3,819</u></u>	<u><u>(132,258)</u></u>

BICYCLE NEW SOUTH WALES INCORPORATED AND CONTROLLED ENTITY
ABN 26 511 801 801

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2015

	2015	2014
	\$	\$
Current assets		
Cash and cash equivalents	724,421	461,102
Receivables	15,414	69,045
Other financial assets	-	30,000
Other assets	<u>146,518</u>	<u>125,720</u>
Total current assets	<u>886,353</u>	<u>685,867</u>
Non-current assets		
Other financial assets	30,000	-
Property, plant and equipment	19,018	20,826
Other assets	<u>1</u>	<u>2,586</u>
Total non-current assets	<u>49,019</u>	<u>23,412</u>
Total assets	<u>935,372</u>	<u>709,279</u>
Current liabilities		
Payables	100,154	99,214
Provisions	35,937	39,460
Other liabilities	<u>621,410</u>	<u>395,299</u>
Total current liabilities	<u>757,501</u>	<u>533,973</u>
Non-current liabilities		
Provisions	<u>13,779</u>	<u>15,033</u>
Total non-current liabilities	<u>13,779</u>	<u>15,033</u>
Total liabilities	<u>771,280</u>	<u>549,006</u>
Net assets	<u>164,092</u>	<u>160,273</u>
Members funds		
Accumulated surplus	<u>164,092</u>	<u>160,273</u>
Total members funds	<u>164,092</u>	<u>160,273</u>

BICYCLE NEW SOUTH WALES INCORPORATED AND CONTROLLED ENTITY
ABN 26 511 801 801

NOTES TO THE SUMMARY FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2015

NOTE 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 2015.

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.

	2015	2014
	\$	\$
NOTE 2: REVENUE AND OTHER INCOME		
Membership fees	654,704	701,128
Event entry fees	346,226	304,264
Interest income	11,572	13,958
Donations	36,902	28,898
Sponsorship	261,479	194,103
Merchandising sales	26,656	13,058
Profit on sale/revaluation of non-current assets	-	32
Other income	<u>19,627</u>	<u>14,819</u>
	<u><u>1,357,166</u></u>	<u><u>1,270,260</u></u>

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

We have audited the accompanying summary financial statements which comprises the summary statement of financial position as at 30 June 2015 and the summary statement of profit or loss and other 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. We expressed an unmodified opinion on that financial report in our report dated 8 December 2015.

The summary financial statements do not contain all the disclosures required by Australian Accounting Standards. Reading the summary financial report, 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

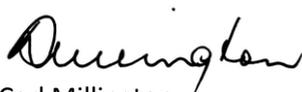
The Board is responsible for the preparation of a summary of the audited financial report on the basis described in Note 1.

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 2015 are consistent, in all material respects, with that audited financial report, on the basis described in Note 1.



Carl Millington

Partner



PITCHER PARTNERS

SYDNEY

8 December 2015