

Audax UK Long Distance Cyclists' Association

Minutes of the Annual General Meeting 2014

Held at the *Yarnfield Park Training and Conference Centre nr Stone, Staffordshire* on
15th November 2014.

Board Members attending: Chris Crossland (Chair), Paul Stewart (Secretary), Linda Johnston (Treasurer), John Ward (Permanent Events Secretary), Peter Lewis (Recorder), Danial Webb (Publicity Secretary), Mike Wigley (Membership Secretary), Keith Harrison & Sue Gatehouse (Validation Secretary).

At 14:10, before the meeting commenced, CC greeted members present whilst modelling the new AUK jersey. The meeting appreciated the fine athletic cut of the new jersey.

CC asked members pause in remembrance of riders who have passed away since our last meeting including Bob McHardy, Les Lowe, Ron Mellor, Mrs D Hobbs, Brian Haywood, Don Black, Jim Stone, Alan Smith ('Jogler'), Barbara Holden, and last but not least, John Radford.

Helen Vecht asked also to remember Martin Pearson of Australia who rode LEL, and MW asked the meeting to inform the Board of any others who pass away during the year so they might similarly be remembered.

CC gave details of the funeral and remembrance service to be held shortly for John Radford who had recently died as result of injuries incurred when he was hit by a car.

He made some comments on the conduct of the AGM, noting that it had always been a forum for discussion and debate, sometimes for deep division but predominantly for agreement and he hoped that this could continue. The introduction of postal voting might affect the conduct of the AGM but would result in wider participation in decision-making. CC also hoped there would be opportunity to speak less formally after the meeting, should members so desire.

Background: AUK has commissioned Electoral Reform Services to manage the postal voting process, establishing a website to allow for the online recording of votes. An email with a copy of the Annual Report and Agenda document attached had been sent to circa 5000 members by email so they could submit votes directly. Another 1000 members who had not registered an email address or had otherwise opted out of electronic communications had received a ballot paper by post to be completed and returned to ERS as required (such members also had the option to record their votes online directly if they so desired), along with a printed copy of the Annual Report and Agenda. The 'AUK Annual Report and Agenda' document included the Directors reports, details of special resolutions and the AGM agenda, which included details of director posts and candidates for election. Postal voting ceased at noon on

Wednesday 12th November whereon ERS provided details of those who had voted in order to enable us to deal with AGM registration, and the results of the ballot to the AUK returning officer.

CC advised that JW was acting as returning officer and that results cast for each resolution were held in confidence by him until they were needed to be added to the votes cast in the meeting room.

1) TO RECORD THE NAMES OF THOSE PRESENT AT THIS MEETING.

Including the aforementioned board members a total of 77 members attended the meeting.

2) TO RECORD APOLOGIES FOR ABSENCE.

Sheila Simpson, John Hamilton, Judith Swallow, Chris Hopkinson, Bob Hastings

3) TO APPROVE THE MINUTES OF THE LAST AGM as a true record of that meeting

Joe Applegarth and others asked how those not present at the last meeting, especially those who were voting for the first time by post, could be asked to approve the minutes of a meeting that they had not attended. CC noted that this might seem an appealing notion but that all members were entitled to vote on all business of the meeting, and that included the minutes.

The resolution was passed with 503 votes for and 2 against.

4) MATTERS ARISING from the last meeting.

There were none.

5) TO CONSIDER DIRECTORS' REPORTS.

Helen Vecht asked that the emailed copy of the Directors report be titled as coming from AUK rather than ERS as she had not appreciated the email was an AUK communication, and was concerned about reports on online forums regarding members not receiving their ballot papers by email. She had also found the format of the annual report unhelpful for her preferred method of reading electronic documents

PS noted the identity of the email sender had not been considered but would be next year [Addendum: the email sender was 'Online Voting' and the email subject was 'Audax UK Long Distance Cyclists' Association Ltd - Ballot 2014'], and that about 1 week into the three week voting period it was recognised about 100 family members sharing email addresses had been left out of the initial ballot distribution. This was resolved by sending out ballots by post, along with ballots for another 50 members for whom the email had been returned as 'undeliverable'. These were despatched on Oct 30, voting ending Nov 12.

Overall no more than a dozen queries had been received from 6000+ members and PS was confident of the integrity of the process overall.

Chris Boulton asked that in future the Annual Report might include sections looking back on the achievements of the year and looking forward to the next. CC noted the Directors were currently serving one year terms and that the proposal in a special resolution to be voted on later, which would extend terms of office of portfolio directors to three years would, if passed, encourage the Board to think more strategically for the future and help in the development of such reporting. MW noted an update to his report, which was that membership now stood at 6288. CC observed that overall we seemed to be growing by about 100 members a month.

Keith Benton noted a comment in the Treasurer's report that the Board had yet to formally accept the accounts and whether this had been done. CC noted that at the time the document went to press we were awaiting some information but that this had now been received and the Board had formally approved the accounts.

The resolution passed with 502 votes for, 5 against.

Mel Kirkland noted that abstentions had not been recorded. CC noted that such votes were recorded by virtue of the member not exercising the option to vote, and not being included in the votes cast.

6) TO CONSIDER THE ANNUAL ACCOUNTS AND TREASURER'S RECOMMENDATIONS

The resolution was passed, with 499 votes for, and 6 against

Linda Johnston was retiring after 5 years in post as Treasurer and the meeting offered a vote of thanks for her service.

No nominations had been received for the post of Finance Director. CC noted he was in discussion with two members who were appropriately qualified and he hoped that he would be in a position to report on progress in the near future.

8.1 Special resolution to amend Articles 1, 5, 9 & 14 of the AUK Articles.

Proposer: Paul Stewart, Secretary, on behalf of the AUK Board, Seconder: Peter Lewis, Recorder

Rationale: The amendment to Article 9 passed at AGM2013 removed the basis of the board structure. After due consideration the Board would reinstate the concept of an elected 'executive board' (with portfolio) albeit retaining the ability to define portfolios in accordance with operational requirements. Such 'executive directors' will be elected for a three years with overlapping terms of office to promote both continuity and commitment to the office for a specific period. Provision is also made for elected non-executive (non-portfolio) directors and for directors to be appointed to fill vacant director posts. The initial set of director posts are defined in Article 9.6.

PS introduced the resolution as a development on the amendment to Article9 passed at AGM2013.

Dave Matthews asked how the 'overlapping terms of offices' would be managed for posts elected at the same time. PS advised this would be achieved by Directors standing down and putting themselves forward for re-election.

Ashley Brown asked about the impact of longer terms on the accountability of directors. CC noted that directors would be accountable to the Board and the membership as now, and that non-executive directors would serve one-year terms.

Dave Minter noted RUSA had a broadly similar system although directors were term limited. CC noted the latter as something which might be considered in future.

The resolution was passed, with 476 votes for, 15 against.

8.2 Special resolution to amend Article 7.6 of the AUK Articles.

Proposer: Paul Stewart, Secretary, on behalf of the AUK Board, Seconder: Peter Lewis, Recorder

Rationale: This general revision of Article 7.6 is intended to: (a) clarify the process for the submission, review and amendment of AGM resolutions, (B) remove references to the nominations of directors which is the subject of Article 14, and (c) move the submission and amendment period for resolutions from August to September, so the amendment phase ends on 1st October and so aligns with the traditional 'due date' for director nominations and allow for an orderly progression towards the AGM.

PS introduced the resolution as a development on the amendment to Article7.6 passed at AGM2013.

DM noted the length of time between the submission deadline for resolutions and the AGM itself, which was ~6 weeks. PS noted this was required for collation of materials, preparation for voting and the voting process itself, and that the resolution improved on the current Article which had the submission deadline for resolutions a month earlier.

Pat Hurt queried that proposals had to be made in writing. CC confirmed this included email (electronic communications).

The resolution was passed, with 478 votes for, 11 against.

8.3 Special resolution for Sundry amendments to AUK Articles.

Proposer: Paul Stewart, Secretary, on behalf of the AUK Board, Seconder: Peter Lewis, Recorder

Rationale: To perform some minor corrections to AUK Articles

PS introduced the resolution as a housekeeping exercise to correct minor inconsistencies in the Articles.

The resolution was passed, with 480 votes for, 9 against.

8.4 Special resolution to amend AUK Regulations & Appendices to allow EAPC on Brevet Populaire events

Proposer: John Hamilton, Events Secretary, on behalf of the AUK Board, Seconder: Paul Stewart, Secretary (As JH was not present the motion was introduced by PS)

Rationale: Electrically Assisted Pedal Cycles are becoming more widely available in the UK and their performance is defined by UK legislation (see <https://www.gov.uk/electric-bike-rules>).

PS Introduced the motion as a response from a member (Kevin Hicks, a Super Randonneur with a major physical disability (one leg) who had approached the Board to ask for the option to use an EAPC to support his riding on BP events, as these were becoming increasingly challenging over time. The Board felt this was a reasonable move as BP events are intended to be popular/accessible rather than arduous. Asked to comment, Steve Snook (AAA Secretary) expressed an initial concern but that he was happy to see how it would develop, noting that if EAPC bikes did become popular there may be a need for an EAPCAA award.

Joe Applegarth said he was concerned this would advertise AUK rides as being for EAPC riders. Dave Matthews said he had experience of riding with EAPC riders and was quite happy on the flat but felt frustrated in the hills. Mark Rigby noted that BP rides could be longer than 100km and was concerned that there may be radical improvement in battery technology. Jim Hopper asked if EAPC's were just for disabled riders and who would decide who was permitted to ride one. CC clarified there would be no such restriction on who could ride EAPC bikes. Sonya Crawford welcomed the development as she was recovering from illness and this would enable her to continue riding with her friends and be part of the sport she loved. Aiden Hedley asked how organisers would confirm bikes comply with government regulations. Keith Benton felt that the change was a 'sledgehammer to crack a nut' and asked members to vote against the motion and for the board to devise a solution which would allow organisers to decide which specific riders could use EAPC's . Ashley Brown was concerned that novices would expect to be able to ride EAPC bikes on BR events as they would not understand the distinction between BP & BR events. David Minter said that AUK doesn't accept riders onto events, organisers do. He noted that the Mille Failte 1000km in Ireland was started by somebody who rode the route on an electric bike and was accepted onto the event but was not validated. The rider used drop bags with replacement batteries around the event. Andy Clarkson would like BPs to accept all types of vehicles including motorised skateboards so as to bury the possibility of 'points for BPs'. Louise Rigby would like to be paced up hills by EAPC riders. Peter Coulson asked about insurance for EAPC riders on events. JW noted there was no problem as long as the organiser and rider

were operating within the AUK framework (there could be no 'halfway' measures). Pauline Porter would like to see organisers offer events for less able riders. Geoff Cleaver said he runs mixed distance events down to 50km, and he does get approached by EAPC riders wanting to take part and finds it difficult to refuse them, as he cannot judge what is allowed or examine bikes. Ian Hobbs asked what the current regulation was. CC confirmed it was strictly 'human powered' machines. Mark Rigby felt that the change should be delayed as he felt new technology would emerge.

PS restated the intent that the proposal only related to BP events and that the amendment was required to clarify the insurance situation. Whilst the AUK policy covers EAPC bikes, AUK regulations (currently) forbid them, so the amendment is required to 'enable' the AUK insurance for such riders, and thereby ensure that insurance is in place should an EAPC rider cause an incident leading to a claim by other riders on the event.

The resolution was passed, with 387 votes for, 116 against

8.5 Special resolution to amend AUK Regulations & Appendices regarding Awards and Trophies

Proposer: John Hamilton, Events Secretary, on behalf of the AUK Board, Seconder: Paul Stewart, Secretary (As JH was not present the motion was introduced by PS)

Rationale: To revise Appendix 13.2.n to:

(a) Remove the specification of Competitive and Merit Trophies from the AUK Appendices, as these are the ambit of the AUK Board. The Trophies will be listed on the AUK website

(b) Restore the specification of the AUK Awards to the AUK Appendices, these previously having been removed to other areas of the AUK Handbook which is now being discontinued, and make it explicit that: • Distance and SR awards are open all riders and other Randonneur and Brevet awards are for subscribed AUK members only.

(c) References to ISR, an LRM award administered by AUK, to be removed from the AUK Regulations and Appendices

(d) The Randonneur Series of awards to include the Randonneur Round The Year award administered by Peak Audax.

(e) To include the AAA and FWC awards

PS introduced the resolution as a housekeeping exercise required by the discontinuation of the AUK handbook. In previous years details of awards had been removed from the AUK regulations as they were published in the handbook. As this was discontinued they should be restored to the regulations.

Keith Benton queried why it was allowed that resolutions could be submitted where the proposer was not present. CC noted this was an effect of postal voting. Pauline Porter felt that was the problem with postal voting, 'anybody could do anything'. Dave Matthew asked why it was necessary to have the debate in the AGM if matters were being decided by postal votes. CC said there was a need to give absentee voters the ability to vote to comply with company law. Richard Painter noted that the resolution to allow EAPC bikes might have been overturned by the meeting as it was passed with only 76% of the vote (75% being required) but almost half the members present had abstained, therefore it was not true to say the meeting had no power.

MW noted that the amended wording referred to 'Randonneur events within one season' and that this was not intended to exclude RRTY and Ultra Randonneur awards which cross AUK seasons.

The resolution was voted on and passed, 472 votes for, 13 against

8.6 Special resolution for sundry amendments to AUK Regulations & Appendices

Proposer: John Hamilton, Events Secretary, on behalf of the AUK Board, Seconder: Paul Stewart, Secretary (As JH was not present the motion was introduced by PS)

Rationale: To implement minor changes to AUK Regulations and Appendices for consistency with operational changes within AUK and external legislation & terminology.

PS introduced the resolution as a housekeeping measure to allow for external and operational changes.

Keith Benton again queried the absence of the proposer. Chris Boulton noted that the Resolution was being moved on behalf of the Board and so it did not really matter who proposed it at the meeting. Jim Hopper said that Board members should be present, and CC concurred.

The resolution was passed, with 466 votes for, 9 against

9. Election of Directors

Chairman: Single candidate, Chris Crossland, elected with 506 votes for, 10 against.

Secretary: Single candidate, Paul Stewart, elected with 510 votes for, 7 against.

Mel Kirkland asked who the returning officer is and whether it would be preferable for he/she to be entirely independent. JW declared himself the Returning Officer and noted that he was eligible for the role as he was not a proposer or seconder of any resolution, and that the postal voting was overseen by an independent body (ERS) which could provide scrutiny regarding the postal votes cast. A member said it had been reported on a forum that the Board knew the results of the votes ahead of

time and this had been published online. JW assured the meeting this was not the case. The Board was aware of the electoral roll (those who had voted) as this was required for managing voting at the meeting, but not their votes. [Addendum: PS posted on the AUK forum shortly after voting commenced to indicate that online voting was proceeding, and that approx. 150 votes had been cast. No other comment was made then or subsequently].

Aidan Hedley noted the need for a mechanism for hosting on-line debates. Dave Minter noted there had been debate regarding the EAPC resolution and other resolutions on the AUK forum. Pauline Porter would encourage members to come to the AGM. MW reminded members there were vacancies on the Board for those who would like to directly help develop AUK policy.

Perm Events Secretary: Single candidate, John Ward, elected with 471 votes for, 0 against.

Keith Benton queried what the Events Services Director post covered and asked if it included ACP/LRM rep. PL said it included Recorder, Validations and Brevet Card Production, these roles previously being held by three separate directors.

Event Services Director, Single candidate, Peter Lewis elected with 518 votes for, 6 against.

Publicity and Publications: Single candidate, Danial Webb.

Steve Poulton noted there had been a long debate about the old new logo, and a new logo had been introduced without any debate that he could recall, and asked why the logo had been changed again. DW explained that whilst the old new logo developed with Andy Alsop had been well received, the current designer working on branding suggested it would be more economic and practical to develop a complete suite of branding and the 'Eagle & Chain wheel' logo and lettering did not fit well with this.

Dave Minter asked what would be progressed next year. DW said the main focus was the website. The layout work was advanced but there was a need to develop content. He had been holding back on publicity pending the availability of a more outward focused website. Joe Applegarth asked for a search facility so he could find things. Jeff Cleaver asked for support to hold address details for non-members and online entry for under 18s.

Danial Webb was elected with 486 votes for, 21 against.

Calendar Events Secretary: Two candidates, Martin Foley and Tim Sollesse

Sonya Crawford introduced Martin Foley, saying she had known Martin for many years. He works as a mobile bike mechanic, was very knowledgeable and finds his events well organized.

Pat Hurt introduced Tim Sollesse, saying Tim had been active for several years within AUK, brings a lot of energy to everything he does and would provide a good service to AUK.

The meeting was invited to ask the candidates about their aims and objectives.

MF said he would like to increase the involvement of organisers in developing processes and procedures for running events and look for feedback on how the Board can support organisers. TS said he would like to incorporate longer rides in the AUK calendar, for instance 'RAIDS', the Transcontinental Race, etc., and would work with the Publicity Secretary to develop the website. He would also see more challenges developed using Strava and to develop schemes to encourage riders to ride in different areas of the UK.

Keith Benton asked if Strava would encourage riders not to ride organized events. TS described his idea of developing challenge awards similar to the RUSA 'explorer' scheme, and that Strava would encourage riders to ride further by allowing them to compare performances. Keith Benton said that's for riders, what about Organisers. TS said he would encourage Organisers to develop regional SRs. Sonya Crawford noted that TS tended to refer to Southern areas and asked if he was aware of the North, to which TS agreed he was.

Ashley Brown expressed concerns about rumours that smaller events were being discouraged in favor of larger events, and that this would mean less choice. MF said he was in favor of better not fewer events, not just putting on events for mates but encouraging wider participation. He was aware different organisers had different concerns, and felt there were regional differences and so he would survey organisers to get their feedback. TS would also include BPs as well as longer events, as BPs are important in developing new riders, and there was a need for more centralized advertising.

Joe Applegarth asked how the candidates would support Steve Abraham's record attempt. CC advised this would be considered elsewhere. Geoff Cleaver noted he organized days with a range of events 'for all the family' and would like more definitive guidance on processes and procedures for organizing events.

Asked what the term of office was for the post, CC responded that it would be for 3 years. Mark Beauchamp asked what was Strava. TS advised it was an online website for recording and sharing challenges.

PL asked about the candidates' ability to attend Board Meetings in Birmingham. MF advised he was self-employed and so could manage his time to attend.

Martin Foley was elected with 333 votes with Tim Sollesse's 206 votes.

In response to a question from the floor, CC noted that there were no candidates for Finance Director but that he was talking with two suitably qualified candidates with a view their having a 'job share' for this essential and onerous position.

10 Close

Jim Hopper continued his tradition of closing the meeting with thanks to the Board and the members attending for their good humour. He also expressed interest in riding the Rutland SR when it was inaugurated!

The meeting closed at 16:40.