

Audax UK Long Distance Cyclists' Association

Minutes of the Annual General Meeting 2017/18

Held at The George Stephenson Room, IBIS Hotel, 21 Ladywell Walk, Birmingham B5 4ST on 9 February 2019 at 12.00pm

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

The Chair welcomed everyone to the meeting. He introduced the members of the Board and asked the members present to introduce themselves to the meeting.

Board Members Attending: Chris Crossland (Chair), Graeme Provan (Secretary), John Ward (Permanent Events Secretary and Returning Officer), Caroline Fenton (Membership Secretary), Nigel Armstrong (Calendar Events Secretary), Rob McIvor (Communications Director) and John Sabine (Non-Executive Director)

Other Members attending: Nick Wilkinson, Peter Davis, Otto Reinders, Dave Hudson, Richard Painter, Mike Wigley, Kevin Lake, Richard Jennings, Mel Armstrong, John Wilkie and Pam Pilbeam.

He then asked members to join him in a short period of reflection in memory of members who had passed away since the last AGM. These included:

Ian Simmonds
Terry Anderson
Maria Thompson
Henry Bye
James Blair
Paul Noons
Charles Richmond
Daniel Ersser
Peter Weston
Geffrey Parkinson
Jim Gresty (Ultra Randonneur, 2xPBP, 2xLEL, 2xBrevet 5000, Trafalgar-Trafalgar)
Brian Tomkins
Rod Laker
Neil Bowler
Al Mansley
Bill Norris
Eric Clark
Mick Latimer (First AUK Chairman, AUK Vice President)

The Chair explained that he was holding mandated proxy votes where he had no choice but to vote in line with the direction of the appointing members and also discretionary proxy votes where members had given him full discretion. He stated

that he would listen to any debate before exercising those discretionary votes for the good of Audax UK.

2) TO RECORD APOLOGIES FOR ABSENCE.

Apologies had been received from:

Jennifer Crossland
Keith Benton
Anne Benton
Robert Bialek
Peter Lewis
Martin Foley

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

John Ward, as Returning Officer, explained that he had a record of all proxy votes to be cast by the chair of the meeting and would add these to the votes in the meeting before announcing the result of each vote. Other proxies present at the meeting had voting cards to represent the correct number of votes.

John Ward declared that the Chair had:

472 mandated proxies to vote in favour of the resolution

1 mandated proxy to vote against the resolution

78 mandated proxies to abstain on the resolution

340 discretionary proxies

Result:

For – 821

Against - 1

Abstain - 80

Approved

4) MATTERS ARISING from the last meeting.

None

5) TO APPROVE THE ANNUAL REPORT.

No comments

John Ward declared that the Chair had:

498 mandated proxies to vote in favour of the resolution

3 mandated proxies to vote against the resolution

50 mandated proxies to abstain on the resolution

337 discretionary proxies

Result:

For - 824

Against - 3

Abstain - 50

6) TO APPROVE THE ANNUAL ACCOUNTS AND FINANCE DIRECTORS RECOMMENDATIONS

The Chair presented the Accounts and Report to the meeting.

No comments

John Ward declared that the Chair had:

462 mandated proxies to vote in favour of the resolution

7 mandated proxies to vote against the resolution

59 mandated proxies to abstain on the resolution

352 discretionary proxies

Result:

For 824

Against 7

Abstain - 59

7) TO CONSIDER RESOLUTIONS

The Chair explained that the resolutions before the meeting would be subject to poll votes as the number of votes to be cast by proxy greatly exceeded the number of members in the room. Resolutions concerning regulations would be decided by a majority vote and resolutions to amend the Articles of Association required special resolutions to be passed by at least 75% of those voting. In theory, there would be an opportunity to ask questions of the proposer of each resolution but thereafter, as this would not be discussion in committee, any debate would follow the custom and practice of AUK AGM's and generally accepted rules of debate. Each member would be able to speak once on each proposal, with the exception of proposers who would be afforded the right of reply to a debate. Members would retain the right to make points of order, information and explanation.

Resolution1:

That in accordance with Audax UK Regulation 3.5 the fees paid by event organisers for services relating to events, including registration, validation and recording, are amended, operative from 1 March 2019 as follows:

1. The Event Registration fee, (currently £7.00), be increased to £10.00, to remain refundable from the total validators' bill.
2. The cost of ordinary Brevet cards, (currently 35p each), to be increased to 50p.
3. The cost of blank Brevet cards, (currently 35p each), to be increased to 50p.
4. The cost of coloured inner Brevet cards, (currently 45p each), to be increased to 65p.
5. The surcharge for late ordered Brevet cards, (currently 35p each), to be increased to 50p.
6. The fee for validation of BP and BR events, (currently 20p), to be increased to 40p.
7. The fee for validation of BRM events, (currently 20p, to be increased to 40p).
Note: As now, only one validation charge will be made.
8. The cost of Permanent and DIY Brevets, including validation, (currently £1.00), to be increased to £1.25.

Chris Crossland noted that when reviewing old minutes, he had chanced upon the last increase to BR validation which had increased to 20p in 1990.

Nick Wilkinson asked whether the proposed increases would cover the shortfall. Nigel Armstrong replied that the increases had been calculated on the basis that they would cover the shortfall. Chris Crossland noted that the budgeted projections were based on 5% reductions in membership and participation in all activities.

Caroline Fenton reported that there had been no decrease in membership which showed an increase against the same point last year.

John Ward declared that the Chair had:

673 mandated proxies to vote in favour of the resolution

56 mandated proxies to vote against the resolution

20 mandated proxies to abstain on the resolution

149 discretionary proxies

Result:

For 822

Against 56

Abstain – 20

Resolution passed

Resolution 2:

That the Audax UK Regulations be amended by:

the deletion of Regulation 2 and the insertion of a new Regulation 2:

2 Affiliations

2.1 AUK is associated with Audax Club Parisien (ACP) in the United Kingdom.

2.2 AUK is associated with Les Randonneurs Mondiaux (LRM) in the United Kingdom.

2.3 AUK is affiliated with the Union des Audax Français (UAF) in the United Kingdom.

2.4 AUK is affiliated with Cycling UK (CTC).

2.5 AUK is affiliated with Cycling Time Trials (CTT).

2.6 The Board may associate and/or affiliate with any organisation as appropriate subject to ratification by members at the following AGM.

Chris Crossland explained that the proposer and seconder were not in attendance and that no apologies had been received.

Richard Painter asked why AUK was not affiliated to British Cycling. Chris Crossland explained that there could be a potential conflict with AUK's application for National Governing Body status. He also explained the background to the UAF, CTT and CTC affiliations.

John Ward declared that the Chair had:

648 mandated proxies to vote in favour of the resolution

36 mandated proxies to vote against the resolution

26 mandated proxies to abstain on the resolution

140 discretionary proxies

Result:

For – 840

Against – 39

Abstain – 26

Resolution passed

Resolution 3:

That the Audax UK Regulations be amended by:

the re-numbering of Regulation 7.3(g) as 7.3(g)(i)

the insertion new Regulations at 7.3(g)(ii) 7.3(g)(iii) and 7.3(g)(iv):

7.3(g)(ii) Extended Calendar Events (ECE) add a DIY event to a registered calendar event.

7.3(g)(iii) Extended Associate/Affiliate Events (EAE) add a DIY event to an event organised by AUK affiliates and recognised for AUK Awards.

7.3(g)(iv) Extended Perm Events (EPE) add a DIY event to a registered permanent event. DIY events may not be extended.

Chris Crossland explained that the proposer and seconder were not in attendance and that no apologies had been received.

Nick Wilkinson agreed that not many members would take up the opportunity to enter EPEs. However, as an organiser of permanent events, he noted that where riders extend by riding the whole event as a DIY, no credit was given to the organiser of the permanent section in terms of points, revenue or recognition.

John Sabine noted that the current ECE organiser had expressed an unwillingness to be responsible for EPEs.

John Ward declared that the Chair had:

276 mandated proxies to vote in favour of the resolution

274 mandated proxies to vote against the resolution

88 mandated proxies to abstain on the resolution

259 discretionary proxies

Result:

For – 276

Against – 540

Abstain - 91

Resolution not passed

Resolution 4:

That the Audax UK Regulations be amended by the addition of a new Regulation 9.2.3:

9.2.3 Organisers may prioritise entries from Members.

Chris Crossland explained that the proposer and seconder were not in attendance and that no apologies had been received.

Pam Pilbeam noted that the same proposer and two seconders had put forward a number of resolutions but were not present at the meeting. Members may have attended the meeting to question the proposer or seconder on their proposed resolutions. Chris Crossland explained that as the only absent proposer or seconder who had submitted his apologies was Martin Foley, it was possible the others had intended to attend but had been delayed.

Richard Painter believed that it was already the case that some events gave priority to AUK members and cited the BCM as an example. Pam Pilbeam noted that it was important that events remained open to prospective members to promote AUK membership.

John Ward declared that the Chair had:

711 mandated proxies to vote in favour of the resolution

28 mandated proxies to vote against the resolution

15 mandated proxies to abstain on the resolution

140 discretionary proxies

Result:

For – 856

Against – 30

Abstain - 19

Resolution passed

Resolution 5:

That the Audax UK Regulations be amended by the addition of a new Regulation 9.11:

9.11 Published event results may include all riders participating in the event, including Did Not Start, Did Not Finish (DNF), Out of Time, Unvalidated, i.e., riders using Electrically Assisted Pedal Cycles, and Disqualified

Chris Crossland explained that the proposer and seconder were not in attendance and that no apologies had been received.

Nick Wilkinson stated that it was important to recognise the effort in finishing an event even if a rider was hors delai. He marks the brevets of such riders accordingly but there is no official record.

Kevin Lake felt that if he DNF'd, he would wish that fact to be kept private.

John Ward declared that the Chair had:

335 mandated proxies to vote in favour of the resolution

278 mandated proxies to vote against the resolution

70 mandated proxies to abstain on the resolution

212 discretionary proxies

Result:

For – 335

Against - 500

Abstain – 71

Resolution not passed

Resolution 6:

That the Company's Articles of Association be amended by special resolution of the members as follows:

The deletion of Article 12.4 and the insertion of a new Article 12.4:

12.4 The Board shall have the power to make, vary and revoke rules, regulations, mechanisms and standing orders for the better administration of AUK and the furtherance of its objects but for the avoidance of doubt changes to the AUK Regulations will be subject to approval by a General Meeting in accordance with Regulation 1 of the AUK Regulations.

The addition of a new Article 12.5:

12.5 The Board shall have the power to make changes to the level of annual subscriptions and event charges and to introduce such changes pending ratification by the Members at the next Annual General Meeting in accordance with Regulation 3 of the AUK Regulations.

Chris Crossland explained that the proposer and seconder were not in attendance and that no apologies had been received.

John Ward declared that the Chair had:

615 mandated proxies to vote in favour of the resolution

31 mandated proxies to vote against the resolution

31 mandated proxies to abstain on the resolution

218 discretionary proxies

Result:

For – 843

Against – 32

Abstain - 31

John Ward confirmed that over 75% of those voting had voted in favour.

Resolution passed

Resolution 7

That the Company's Articles of Association be amended by special resolution of the members as follows:

The deletion of Articles 16.1 and 16.2 and the insertion of new Articles 16.1 and 16.2:

16.1 Subject to and in default of any other classes being established by the Directors and ratified by a General Meeting, the additional classes of Membership shall be as set out in the AUK Regulations.

16.2 Eligibility for additional classes of Membership shall be in accordance with the AUK Regulations.

The insertion of a new Article 16.3

16.3 The Directors shall have the power to prescribe the privileges and duties of temporary members and set the amounts of any temporary membership fees and to introduce changes pending ratification by the Members at the next Annual General Meeting.

Chris Crossland explained that the proposer and seconder were not in attendance and that no apologies had been received.

John Ward declared that the Chair had:

632 mandated proxies to vote in favour of the resolution

24 mandated proxies to vote against the resolution

29 mandated proxies to abstain on the resolution

210 discretionary proxies

Result:

For – 851

Against – 26

Abstain - 29

John Ward confirmed that over 75% of those voting had voted in favour.

Resolution passed

9. Election of Directors

1: Finance Director

Chris Crossland explained that Nigel Armstrong had been co-opted onto the board since the last AGM. He was now subject to election in accordance with the Articles of Association.

No questions from the floor

John Ward declared that the Chair had:

561 mandated proxies to vote in favour of the candidate

11 mandated proxies to vote against the candidate

36 mandated proxies to abstain on the election

284 discretionary proxies

Result:

For – 855

Against – 11

Abstain - 37

Nigel Armstrong was duly elected.

2: Non-executive Director

Chris Crossland noted that there were two posts but only one nomination.

Graeme Provan further noted that the same thing had happened last year and, following the position being advertised to the membership, the only real candidate had, unfortunately, already held an important executive position within AUK and was not therefore eligible.

John Sabine echoed this and stated how disappointed he was that there were no other candidates. For his part, he was keen to see the next part of the IT Refresh Project through but did not feel that he could maintain truly independent status if he continued in the role beyond the coming year.

John Ward declared that the Chair had:

568 mandated proxies to vote in favour of the candidate

7 mandated proxies to vote against the candidate

37 mandated proxies to abstain on the election

279 discretionary proxies

Result:

For – 857

Against – 7

Abstain - 37

3: Communications Director

Chris Crossland explained that Rob McIvor had been co-opted onto the board since the last AGM. He was now subject to election in accordance with the Articles of Association.

Rob McIvor believed that AUK would be in a good position to attract new members with good communications. He is focusing on the tone of the new website to ensure that it is as welcoming as possible.

Similarly, ARRIVEE was much improved and was becoming one of the better cycling magazines.

John Ward declared that the Chair had:

574 mandated proxies to vote in favour of the candidate

5 mandated proxies to vote against the candidate

36 mandated proxies to abstain on the election

284 discretionary proxies

Result:

For – 869

Against – 5

Abstain – 36

Rob McIvor was duly elected

9. Date and venue of next meeting:

To be agreed but likely to be Birmingham on 8th February 2020.

10. Close

The Chair thanked everyone for attending and thanked the board, delegates, organisers and everyone else who had contributed to AUK for their hard work.

Richard Painter, on behalf of the members, thanked the board, delegates, organisers and everyone else who gave their time to AUK for their contribution to AUK and

noted that whilst it was easy to comment on social media it was much more difficult to make an actual contribution.

The meeting closed at 13.20