

Audax UK Long Distance Cyclists' Association

Minutes of the Annual General Meeting 2018/19

Held at The James Watt Room, IBIS Hotel, 21 Ladywell Walk, Birmingham B5 4ST on 8 February 2020 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 (General Secretary), John Ward (Permanent Events Secretary and Returning Officer), Caroline Fenton (Membership Secretary), Nigel Armstrong (Finance Director), Rob McIvor (Communications Director), Peter Lewis (Events Services Director and Recorder) Ian Hennessey (Calendar Events Secretary) and John Sabine (Non-Executive Director)

Other Members attending: Kevin Lake (IT Manager), Ivan Cornell (AAA Secretary) Nick Wilkinson, Dave Hudson, Richard Painter, Mel Armstrong, Daniel Smith, Simon Woodward and Stefan Eichenhseher.

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

David Pountney
Liz Creese
Jane Watson
Allan Paul
George Whyte-Venables
Jim Larkman
John Parker
Bill Flockton
Thomas Samuel
David Sill
Bryan Mockridge
John Snook
George Bickerstaffe
Harry McKechnie
Ray Kerridge
John Diffley

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. Voting would be conducted via poll votes.

The Chair explained to the meeting that the Board had missed the fact that the Permanent Events Secretary's term expired at this AGM and had not therefore arranged for an election for that post. He apologised on behalf of the Board and stated that an emergency board meeting had been convened immediately after the AGM to deal with the appointment of the Permanent Events Secretary.

2) TO RECORD APOLOGIES FOR ABSENCE.

Apologies had been received from:

Jennifer Crossland
Robert Bialek
Martin Stefan
Sheila Ward
Andy Seviour

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 cast in advance and would add these to the votes in the meeting before announcing the result of each vote. Save for the Chair, there were no proxies present at the meeting and those members present who had not previously voted online had been given voting cards.

Result:-

John Ward declared that the Chair had:

499 mandated proxies to vote in favour of the resolution

0 mandated proxies to vote against the resolution

64 mandated proxies to abstain on the resolution

368 discretionary proxies

John Ward further declared that the votes cast at the meeting were:

For – 10

Against - 0

Abstain - 0

John Ward therefore declared the following result:

For – 877

Against - 0

Abstain – 64

TOTAL VOTES CAST - 941

Approved

4) MATTERS ARISING from the last meeting.

None

5) TO APPROVE THE ANNUAL REPORT.

The Chair asked for any questions from the floor on the individual sections of the Annual Report.

Kevin Lake explained to the meeting that AUK's IT supplier for Phase II of the IT Refresh Project had entered into administration. This had happened in January 2020 and therefore outside the period covered by the Annual Report.

AUK had since contracted directly with the lead developer who had been providing services to the supplier via his own company in any event.

Caroline Fenton and Dave Allison were working extremely hard on software testing and general support for audax.uk.

He confirmed that AUK had secured all the Intellectual Property relating to the Project including passwords and source code.

Richard Painter asked about the financial impact on AUK. Kevin Lake explained that the worst case scenario was around £40,000 but there was a best case where it might result in a reduced cost overall due to the savings being made against paying the supplier for everything.

Nick Wilkinson explained that he believed that AUK had made the wrong decision in the first place with the IT Refresh Project. He believed that a simple Wordpress front end could have been designed with an updated version of the existing PHP website behind it and support from volunteers. He noted that the current situation provided an opportunity to review what had been done to date and to see if there were other options. He felt it was a positive step that AUK was now in direct control of the Project.

Kevin Lake noted that a number of requests had been made for volunteers with limited success.

Stefan Eichenseher asked about the relationship between audax.uk and aukweb.net. Kevin Lake confirmed that they were both currently using the same database but that various parts of the old website content had been migrated to the new site.

Richard Painter noted the increased workload that the number of longer events being ridden brought to the Validation Secretary and thanked her and the Brevet Card Secretary for their efforts.

Result:-

John Ward declared that the Chair had:

519 mandated proxies to vote in favour of the resolution

0 mandated proxies to vote against the resolution

45 mandated proxies to abstain on the resolution

364 discretionary proxies

John Ward further declared that the votes cast at the meeting were:

For – 11

Against - 0

Abstain - 0

John Ward therefore declared the following result:

For – 894

Against - 0

Abstain – 45

TOTAL VOTES CAST - 939

6) TO APPROVE THE ANNUAL ACCOUNTS AND FINANCE DIRECTORS RECOMMENDATIONS

Nigel Armstrong presented the Accounts and Report to the meeting. He explained that in his view AUK was in a good position. The demise of the IT supplier would not be a major financial risk to AUK.

Result:-

John Ward declared that the Chair had:

489 mandated proxies to vote in favour of the resolution

2 mandated proxies to vote against the resolution

54 mandated proxies to abstain on the resolution

382 discretionary proxies

John Ward further declared that the votes cast at the meeting were:

For – 11

Against - 0

Abstain - 0

John Ward therefore declared the following result:

For – 882

Against - 2

Abstain – 54

TOTAL VOTES CAST - 938

Approved

7) TO CONSIDER RESOLUTIONS

The Chair explained that the resolutions before the meeting would be decided by majority vote as none of them involved changes to the articles of association. Voting would be conducted via poll votes as the number of proxy votes held greatly exceeded the number of votes available in the room. 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.

Resolution 1:

Resolution: To delete Regulation 4.1.2 in its entirety and replace it with the following:

4.1.2 New Members who join from the 1st October onwards shall be Members until the end of the following subscription year. Reduced membership fees may also be applied for those joining part way through the subscription year but on or before the 30th September.

CF explained that the current system meant an increased workload at an otherwise busy time for the membership team on the 1st of September when there would be a rush of new members. The proposed change also allowed an element of discretion moving forward.

Result:-

John Ward declared that the Chair had:

732 mandated proxies to vote in favour of the resolution

28 mandated proxies to vote against the resolution

22 mandated proxies to abstain on the resolution

165 discretionary proxies

John Ward further declared that the votes cast at the meeting were:

For – 11

Against - 0

Abstain - 0

John Ward therefore declared the following result:

For – 906

Against - 28

Abstain – 22

TOTAL VOTES CAST - 956

Resolution passed

Resolution 2:

Resolution: To delete Regulations 1 to 6 (inclusive) in their entirety, renumber the subsequent sections and replace them with new Administrative Regulations in the form annexed.

Peter Lewis introduced the reasoning behind the new format of the Regulations. He explained that the Articles had been updated two years ago and that it had taken longer than anticipated to review the Regulations. The new format would allow the administrative Regulations to be amended in the future so that the Articles and the Regulations worked together. Similarly, the Events Regulations had previously been set out as the rules for BR events and then exceptions to those rules. This structure had not been able to accommodate events that were subject to external rules.

Graeme Provan further explained that the substance of the Articles and the Regulations had not changed other than as specifically amended in this and previous AGMs. The next step would be to update AUK's administrative rules to reflect the increasing size of the Association.

Ivan Cornell asked if the new Regulations would create any changes for organisers running events in the current year.

Graeme Provan confirmed that the Administrative Regulations were substantively the same and Peter Lewis confirmed the same in respect of the Events Regulations.

Result:

John Ward declared that the Chair had:

673 mandated proxies to vote in favour of the resolution

2 mandated proxies to vote against the resolution

25 mandated proxies to abstain on the resolution

242 discretionary proxies

John Ward further declared that the votes cast at the meeting were:

For – 11

Against - 0

Abstain - 0

John Ward therefore declared the following result:

For – 926

Against - 2

Abstain – 25

TOTAL VOTES CAST - 953

Resolution passed

Resolution 3:

Resolution: Subject to passing Resolution 2 above, to delete Regulations 7 to 12 (inclusive) in their entirety, renumber the subsequent section and replace them with new Events Regulations in the form annexed.

Result:-

John Ward declared that the Chair had:

680 mandated proxies to vote in favour of the resolution

2 mandated proxies to vote against the resolution

19 mandated proxies to abstain on the resolution

237 discretionary proxies

John Ward further declared that the votes cast at the meeting were:

For – 11

Against - 0

Abstain - 0

John Ward therefore declared the following result:

For – 928

Against - 2

Abstain – 19

TOTAL VOTES CAST - 953

Resolution passed

Resolution 4:

Resolution: Subject to passing Resolutions 2 and 3 above, delete the final Regulation, accordingly the current Regulations will then no longer apply to Audax UK, and replace that Regulation with the new Awards Regulations in the form annexed.

Result:

John Ward declared that the Chair had:

672 mandated proxies to vote in favour of the resolution

3 mandated proxies to vote against the resolution

22 mandated proxies to abstain on the resolution

241 discretionary proxies

John Ward further declared that the votes cast at the meeting were:

For – 11

Against - 0

Abstain - 0

John Ward therefore declared the following result:

For – 924

Against - 3

Abstain – 22

TOTAL VOTES CAST – 949

Resolution passed.

8. ELECTION OF DIRECTORS

The Chair explained that it was his custom to abstain on elections where he held discretionary proxy votes.

1: Calendar Events Secretary

The Chair explained that Ian Hennessey 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

Result:

John Ward declared that the Chair had:

788 mandated proxies to vote for the candidate

5 mandated proxies to vote against the candidate

16 mandated proxies to abstain on the election

134 discretionary proxies

John Ward further declared that the votes cast at the meeting were:

For – 10

Against - 0

Abstain - 0

John Ward therefore declared the following result:

For – 798

Against - 5

Abstain – 150

TOTAL VOTES CAST - 953

Ian Hennessey was duly elected.

2: Non-executive Director – Post 1

Nick Wilkinson spoke in support of Martin Stefan.

Result:

John Ward declared that the Chair had:

718 mandated proxies to vote for the candidate

6 mandated proxies to vote against the candidate

22 mandated proxies to abstain on the election

189 discretionary proxies

John Ward further declared that the votes cast at the meeting were:

For – 11

Against - 0

Abstain - 0

John Ward therefore declared the following result:

For – 729

Against - 6

Abstain – 211

TOTAL VOTES CAST - 946

Martin Stefan was duly elected.

3: Non-executive Director – Post 2

John Sabine explained that it had not been his intention to stand again. However, in the absence of any other candidate, he had reluctantly agreed to do so but he hoped that other candidates would put themselves forward at the next AGM.

Result:

John Ward declared that the Chair had:

704 mandated proxies to vote for the candidate

10 mandated proxies to vote against the candidate

27 mandated proxies to abstain on the election

199 discretionary proxies

John Ward further declared that the votes cast at the meeting were:

For – 11

Against - 0

Abstain - 0

John Ward therefore declared the following result:

For – 715

Against - 10

Abstain – 226

TOTAL VOTES CAST - 951

John Sabine was duly elected.

4. General Secretary

Result:

John Ward declared that the Chair had:

769 mandated proxies to vote for the candidate

4 mandated proxies to vote against the candidate

17 mandated proxies to abstain on the election

165 discretionary proxies

John Ward further declared that the votes cast at the meeting were:

For – 11

Against - 0

Abstain - 0

John Ward therefore declared the following result:

For – 780

Against - 4

Abstain – 165

TOTAL VOTES CAST - 949

Graeme Provan was duly elected.

5. Events Services Director

Chris Crossland explained that no candidates had been nominated in time for election. He had however now received some interest which would be considered further at the board meeting following the AGM.

Chris Crossland thanked Peter Lewis for all his efforts during the years he had spent as Events Services Director and Recorder.

9. Date and venue of next meeting:

To be agreed but likely to be Birmingham on 6th February 2021.

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.

The meeting closed at 13.40