

# Audax UK Long Distance Cyclists' Association

## Minutes of the Annual General Meeting 2015/16

*Held at Room 101, The Library of Birmingham, Birmingham on 11 February 2017 at 12.00pm*

*Board Members Attending: Chris Crossland (Chair), Graeme Provan (Secretary), Paul Salmons (Finance Director), John Ward (Permanent Events Secretary), Peter Lewis (Events Services Director), Mike Wigley (Membership Secretary), Martin Foley (Calendar Events Secretary), John Sabine (Non-Executive Director), Chris Boulton (Non-Executive Director & Returning Officer) Ged Lennox (Communications Director)*

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.

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: Tony Smith (missed off the list last time), Graham Wanless, Brian Finch, Alan Lock, Lars Ericsson, Richard Ellis, Christopher Rimmer, Ron Carlton, Jon Worters, Peter Tyas, Scott Paterson, Alan Partridge, Alan Roblou, Paddy Timson, Bob Lowe, Harold Bridge and Paul Hickey.

The Chair noted that this was the first AGM for some time not held in conjunction with the Reunion. An open session had taken place at the Reunion, which had helped to frame some of the resolutions to be presented at today's meeting.

AUK had moved from a system of postal voting to proxy voting in line with the Companies Act 2006, which made it mandatory. The Articles of Association will also need to be re-written in order to conform fully with other requirements of the Act, which is intended to be done in time for the next AGM.

The Chair explained that he was holding several hundred proxy votes where he had no choice but to vote in line with the direction of the appointing member and also held a few dozen proxy votes where he had full discretion. He stated that he would listen to any debate before exercising those discretionary votes and noted that he also had the right to abstain.

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

Including the aforementioned board members, a total of 20 members attended the meeting.

### **2) TO RECORD APOLOGIES FOR ABSENCE.**

Apologies had been received from: Tim Wainwright, Ann Benton, Keith Benton, Jennifer Crossland and David Hudson.

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

The Minutes had been published on the AUK website and reproduced in Appendix 1 of the Annual Report).

*Approved*

### **4) MATTERS ARISING from the last meeting.**

The Chair reported that the driver responsible for the death of John Radford had subsequently been sentenced to 4 years and 8 months in prison.

Peter Lewis noted that there appeared to be a discrepancy on page 45 in relation to the recognition of non-LRM/BRM events. However these could be brought within the scope of the resolution by registering them as a DIY in advance.

Dave Minter asked about progress with the new website. The Chair asked Richard Jennings to respond.

Richard Jennings reported that the requirements definition phase was  $\frac{3}{4}$  completed so they were in a good position but with more work to do.

Eleven suppliers had been identified and contacted with a request for information by the end of February. Tenders should then follow within a month or so of then.

Going forwards, development will depend on the feedback from suppliers. Until that has been received it is difficult to be precise. Richard felt that it was unlikely that the project would have been completed by the next AGM but he felt confident that we would have a go live date by then.

Richard was confident that the project now had a good base and that the right supplier would be found.

Peter Lewis pointed out that this was a fresh start and had been done in far greater detail than any previous attempts. Richard Jennings believed that several hundred hours of project time had already been expended.

## **5) TO CONSIDER DIRECTORS' REPORTS.**

*Approved*

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

The Finance Director Paul Salmons was invited to report on the annual accounts and take questions.

Paul reported that the accounts and notes had been circulated with the AGM pack.

AUK operates as a limited company so the accounts need to be done to the statutory standard and filed at Companies House.

Over the year revenue had increased by £6k, mainly from subscriptions and events. This was encouraging in a non-PBP year.

Direct expenditure was slightly higher. Money had been spent on the 40<sup>th</sup> anniversary badges and on a new set of badges and patches. The costs of producing and posting Arrivee and of hosting the Reunion had also increased.

Overheads were lower. This was largely as a result of costs that had not been carried over from previous years.

AUK had generated a surplus of £19k for the year and had a total surplus carried forward of £276k.

Paul was aware that there had been some debate about the extent of the surplus funds but felt that until the costs of the website were clearer, it was difficult to undertake any review.

Richard Painter noted there was some confusing wording from the external accountants about compliance with the Companies Act but Paul reassured him that he was not aware of any issues.

*It was duly noted that the Accounts were approved.*

## **7) TO CONSIDER THE SPECIAL RESOLUTIONS**

Chris Boulton, 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. The proxies present at the meeting had voting cards to represent the correct number of votes.

The Chair further explained that the resolutions before the meeting would be decided by majority vote in line with existing custom and practice. 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. There was some resistance to this proposal from Dave Minter and Richard Painter who both felt that it was not in line with previous custom and practise.

***Resolution 1: Amendment to AUK Regulation Appendix 1.5 regarding grievance procedure***

Graeme Provan introduced the resolution and referred members to the notes

Nigel Armstrong asked about the point regarding riders' clubs. John Sabine explained that it was hard to define what a club was and the role a club should play. Richard Painter stated that the role of clubs was clearly a nonsense.

Peter Lewis noted that the draft grievance procedure allowed for a more gradual escalation of any grievance.

For 474  
Against 2  
Abstentions 13.

Resolution passed

***Resolution 2: Amendment to AUK Regulation Appendix 7.3.1(c) off-road events***

Martin Foley introduced the resolution saying that the current wording did not take into account the different rules on access throughout the UK. The 50% requirement also added some definition to what "off-road" actually meant.

For 474  
Against 4  
Abstentions 12

Resolution passed

***Resolution 3: Amendment to AUK Regulation Appendix 9.8.2 to prevent multiple passes***

Martin Foley explained that this had been a rule but that it had disappeared from the Regulations at some point in the past.

Mike Bennett asked if it applied to Calendar Events only. Martin Foley replied that it applied to all events.

Richard Painter asked for clarification that it would not affect the usual clockwise/anti-clockwise events or the 24. Martin explained that these would be covered under “normally approved”.

Caroline Fenton asked about ECE routes that duplicated parts of the calendar event. Again, this would be covered under “normally approved”.

For 477

Against 8

Abstentions 6

Resolution passed

***Resolution 4: Amendment to AUK Regulation 13.1 regarding points.***

Peter Lewis explained that the existing definition included “Fleches Velocio” only. Strictly interpreted, this would exclude the various Easter Arrows events held by different associations.

The AUK Easter Arrow is classified as a BRM so that it can be submitted to the ACP for validation but did not actually meet the BRM rules.

The new wording will clarify that the AUK Easter Arrow is included and likewise for editions run by foreign associations.

Dave Minter felt that the definition was overly restrictive. It did not need to refer to PBP and Fleches separately. There were other events that did not meet BRM rules but that could potentially be entitled to points.

Peter Lewis acknowledged that there was a case to be made for points for other events but the proposed resolution was put forward to resolve a particular issue.

Richard Painter wanted some clarity about other events. The Chair explained that the resolution was not dealing with the wider question about points and was focused on the Fleches/Easter Arrow point.

For 477

Against 5

Abstentions 9

Resolution passed

**Resolution 5: Amendment to AUK Appendices 13.2.4 and 13.2.4(ix).**

Mike Wigley explained that badges were already being awarded for the ~~R1000~~ R100,000, so the Regulations should officially include the award.

Mike Bennett asked if a recipient needed to remain a member of AUK throughout the period during which the rides were counted.

Mike Wigley replied that this was not an issue as long as the rides were recorded as a member.

Peter Lewis noted that there may be riders who have already achieved the award but had not yet been picked up in the ongoing review of the old records. He suggested that if anyone was aware of any potential recipients, they should let him know.

For 477  
Against 5  
Abstentions 9

Resolution passed

**8. Election of Directors**

**1: General Secretary**

No questions from the floor

For 478  
Against 1  
Abstentions 12

Graeme Provan was duly elected

**2: Events Services Director**

No questions from the floor

For 477  
Against 3  
Abstentions 11

Peter Lewis was duly elected

**3: Permanent Events Secretary**

No questions from the floor

For 483  
Against 2  
Abstentions 6  
John Ward was duly elected

**4: IT Director**

There was no nominee but the Chair was engaged in discussions with potential candidates.

**5. Non-Executive Directors (2 positions)**

There were two nominees for the two positions. Each nominee would be approved separately.

Position 1:- John Sabine

No questions from the floor

For 409  
Against 7  
Abstentions 75

John Sabine was duly elected

Position 2:- Dave Minter

No questions from the floor

For 392  
Against 26  
Abstentions 73

Dave Minter was duly elected

**9. Date and venue of next meeting: TBA**

The Chair asked those present for their observations on the format of the AGM now that it was separate from the Reunion. He noted that the Reunion appeared to him to have been a success in its own right, and the consultation meeting held there had proved very useful in helping to determine and firm up ideas for resolutions etc., at this meeting.

He further noted that those who had attended today's meeting had only a small influence on the total vote as so many proxy votes had been cast. The fact that the

proxy vote numbers were higher than the previous postal vote numbers suggested that, overall, it was a success.

Peter Lewis wondered if there was any means of making the meeting accessible remotely to encourage increased participation.

Mike Bennett felt that there should have been more information in the most recent Arrivee.

Chris Boulton stated that he would be circulating some observations about the process to the board so that it could be improved for next year.

## **10 Close**

The Chair thanked everyone for attending and thanked the board and delegates for their hard work. He particularly noted the contribution made by the IT delegates who were working hard with little recognition.

Richard Painter thanked the board, delegates, organisers and everyone else who gave their time to AUK to make it the success it had become.

The meeting closed at 13.50