

# Audax UK Long Distance Cyclists' Association

## Minutes of the Annual General Meeting 2015

*held at The Holiday Inn West, Peterborough on 14 November 2015 at 2.00pm*

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

The Chair opened the meeting by informing members there would be a meeting after the AGM to address AUK Strategic issues led by Chris Boulton. The Chair introduced Janet Grey who was taking notes for the AGM and would also be taking notes for the following meeting.

He then asked members to join him in a short period of reflection in memory of members who had passed away this year. These included: Simon Martin, Peter Cresswell, Neal Talbot, Brian Garrill, Henry Bracewell, Norman Maggs, Ed Jones, Ian Dixon, and Margaret Phillipotts.

It was reported that the case against the driver found guilty of causing serious injury by dangerous driving to John Radford had been reviewed by the Attorney General following John's death. A charge of causing death by dangerous driving had been laid, to which the driver pleaded guilty. More news will follow regarding sentencing.

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

Including the aforementioned board members a total of 59 members attended the meeting.

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

Apologies had been received from: Stephen Abraham, Pauline Porter, Graham Holdsworth, Chris Davies, Martin Lucas, Richard Phipps, Mark & Louise Rigby.

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

The Minutes were published in Arrivee Winter 2015 and are on the AUK website and are reproduced in Appendix 1 of the Annual Report).

*The resolution was passed with 351 votes for, 0 against and 25 Abstentions*

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

There were none.

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

Keith Benton queried the typing error on page 5, 3<sup>rd</sup> paragraph. It was agreed that "Steve Boulton" should read "Chris Boulton".

*The Annual report was approved and passed with 355 votes for; 1 vote against and 8 abstentions.*

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

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

The FD stated that he was not proposing to go through all the details but to summarise the changes which AUK has gone through over the last few years. His role is more one of looking at financial strategy helped by Nigel Armstrong who completes the book keeping..

The FD said that the costs associated with running the organisation had increased compared with previous years. For example, the cost of the Electoral Reform Services to support voting at the AGM, Honoraria and for IT costs. Arrivee costs for Print and posts were £34k.

A Remuneration Committee had been set up to look at the way honorariums had been previously paid and how to standardise these. They are now reported as gross figures, including tax which was a change to previous years, and were paid during the year to which they relate.

The FD pointed out that the balance sheet had some late changes. The creditors' figures are out by about £1,000. There is also over £250,000 in bank and this will be used towards the work to be decided in the new strategy including, for example a new website, raising the profile and promoting the brand. In future there will be a move towards accurate budgeting for the various projects to get maximum benefit back for the members. Overall the surplus this year was £8,000.

Keith Benton noted that on the last page which provided a detailed Profit & Loss account, it was stated that it was for the use of the directors only but he suggested that this related to the areas members would be interested in and so should be for everyone to see. The FD said that this phrasing was used because that page was an addendum and did not form part of the statutory accounts. In fact the accounts as listed had been circulated to members along with the annual report and were available through the AUK website. He agreed that in future the phrase 'Directors and Members' will be used.

Marcus Jackson-Baker asked about some of the details in the Profit & Loss overview in that the administration costs reported differed in different sections of the report. The FD said that these costs had been broken down into more categories to allow for more accurate/relevant reporting. Whilst the categorisations had changed the

bottom figure was the same. The FD thanked Nigel Armstrong who manages the accounts for his work and Linda Johnson and Tony Greenwood for all their hard work in years past.

It was resolved to accept the Annual Accounts. Those in favour 340; 6 against and 11 abstentions

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

### **Special Resolution 1: Amendment to AUK Regulation Appendix 7.1 regarding riding other organised events**

The resolution was proposed by Paul Stewart and seconded by the AUK Board of Directors.

Paul Stewart introduced the resolution which was first raised last September by the AUK Board as a temporary amendment to the relevant AUK Regulation Appendices as authorised under Regulation 1.4, and was now being presented for formal ratification by the membership. It had not been possible to present it earlier, i.e., at AGM2014, as it was raised after the submission period had closed.

The amendment allows for members to participate in events outside those recognised by AUK by way of established channels, i.e. BRM/LRM events, and for that participation to count towards awards. It had initially been raised to support rides taking part in HBKH2014 in Germany, and other examples such as the Vätternrundan 300km in Sweden and the Dunwich Dynamo in the UK were quoted. It was recognised the number of such requests were quite small but were important to those members concerned.

As part of this amendment there is a need to consider AUK's role. As a regulatory body with certain standards the proposal enables this.

Michael Lane and Dave Matthews asked how this might affect an AUK member riding on the wheel of another AUK member who had not paid fees, and other strictures regarding 'Pacing'. Paul Stewart said that he had discussed this with the (previous) Events Secretary who had said that regulations relating to pacing referred to pacing organised as a form of personal support on behalf of a specific rider and was banned on that basis.

Paul Stewart was asked how the distance of such events would be verified. Paul Stewart said that as far as AUK were concerned, the rider would enter the (DIY) Permanent as they would any other ride, by providing a set of controls and route as appropriate which would be assessed for compliance with AUK regulations. The intent was not to validate other organisations events but to validate rides entered and completed to AUK standards.

Paul Stewart said that this resolution was not just about the German event; it was a generic response to requests from members who wanted to be able to claim events completed to AUK standards for their AUK palmarès. The Chair noted that Paul Stewart should address these questions as part of his general response to the resolution as part of his 'right of reply' regarding the resolution.

Arabella Moore said she could understand we are ratifying events in the UK but what about Germany and Sweden, should these be ratified when the local bodies had not decided to validate them? THE CHAIR said that we could not comment on what overseas bodies had decided to do or not but were responding to requests from AUK members for their rides to be validated and recognised by AUK.

The question was asked how overseas events by ACP affiliates would be affected, as they could be validated by two bodies.

Peter Lewis (AUK Event Secretary and Recorder) said that there was a apparent lack of consistency in that AUK recognised BRMs organised by other national organisations without any check by AUK but does not recognise the same organisations' equivalent of BRs, but that this was because of their (the ACP affiliates) own rules.

Sheila Simpson said that (ACP) BRM events are claimable, you could make two claims one for BRM & one for DIY and it would be difficult to show that these were duplicated. The Chair pointed out that they would show up on member's records as concurrent rides.

Dave Minter said that he was against the resolution. He said the problems relating to HBKH related to a long running dispute between the organising club and the German ACP representative who organises the validation of LRM events in Germany, and it would likely not be resolved until the ACP representative dies, and felt this approach was a sledgehammer to crack a nut. This amendment will reverse a rule that has been in existence since the beginning of AUK – you don't collect a Brevet for a non-Brevet event; this has only come about because of the German event. It is more than is required and that previous editions of the event had been recognised by AUK without resorting to such measures.

The Chair said that the situation regarding previous HBKH rides had been investigated very extensively. The first event was due to be LRM approved but this approval was then withdrawn, and the rides of AUK members had been recognised by AUK to support those who had entered it on the basis that it would be a LRM approved event. The decision to recognise the second event was not approved by the Board and The Chair had been advised that if it had been known then it would not have been recognised. The third event was then not allowed but the Board felt it appropriate to initiate a change to regulations to support the riders taking part, the regulations having previously been modified to remove any discretion the Board might have regarding such matters.

After another speaker had been called, Dave Minter asked to question the resolution further and The Chair ruled that he had had his opportunity to speak and we should move on. Dave Minter said he was not aware that members could only speak once regarding a resolution and that he disagreed with this.

Andy Clarkson said he was for the amendment. Have any of the events ever asked to be an AUK event? We can't go back to find blame as to why they are not AUK events – if a rider wants to ride these events and can have the credit for it he would like to think he'd get 12 points for it and would want to know before he went, and more to the point, that we had now spent more time discussing it than riders had spent riding such events over the last year. He noted that all the DIY organisers were in the room and the question was asked if there had been an event this year that has been requested under this precedent?

Steve Poulton said that he enjoys rides abroad and had ridden the Marmotte for AAA points. Dave Matthews said that now having listened to arguments could the motion be re-worded to say that the Board validates certain events. The Chair noted that it was not possible to amend any motion at this stage, the period and opportunity for amendment having ceased. Approval of events would be an operational matter.

Keith Benton was concerned that in his response to Dave Minter, The Chair was putting the case for the motion, and was not remaining unbiased. The Chair said that his intention was to put forward the facts regarding the HBKH situation rather than the misleading account that had been provided. The HBKH situation did not form part of either the merits or demerits of the current motion.

Noel Toone said that he will be voting against. He wanted to ask about pacing which is not covered with this resolution. Historically this has been to do with non-participant riders and these historic regulations will not be changed.

In his right of reply, Paul Stewart said that this resolution was not just about one event; it was a generic solution which expanded the opportunities for AUK riders to take part in other long distance events completed to AUK standards and have them validated as part of their AUK palmarès. It was intended that riders including such events as (DIY) Perms would include that fact in their Brevet application. He had received some enquiries regarding the Vätternrundan in Sweden but nobody had entered it as far as he was aware. He was aware of some taking part in the Dunwich Dynamo. The question of pacing had been addressed in that it was banned as a form of especially arranged personal support but there were no restrictions regarding riding with others generally. PSt noted that when fit he might ride with a group of riders on the event – taking pace – but otherwise would tend to ride mostly on his own. The discrepancy regarding the recognition of (non BRM/LRM) events organised by other ACP affiliates was recognised but falls outside the scope of this resolution and would need to be addressed separately.

The vote was counted and the motion was carried: for 356 votes; against 54 and abstentions 11.

### **Special Resolution 2: Amendment of AUK Regulation Appendix 7.3.1. for the 'Easter Trail' event**

MF Introduced the resolution saying that from Easter 2016, AUK will be organising an Easter Trail or Trace Nationale and the rules governing this event are set by Audax Club Parisien (ACP). There are a number of rules unique to this event which will be categorised as a Brevet Populaire. This is a team event for 2-6 machines which finishes in York. Teams can start any time after 6am on Easter Friday and must arrive in York between 8am and 11am on Saturday morning. Teams must plan a route of 201 to 360km including a mandatory overnight stop of 8 hours.

The resolution was required because the event falls outside the current regulations. The Easter Trail event rules are set by ACP and will be validated by them. The AUK event will feature teams of 2-6 machines covering a distance of 201-360 km and starting at any time after 6am on the Friday with a mandatory stop of 8 hours and a maximum time limit of 29 hours..

Mike Lane asked if you gained distance points for this event. MF said no, it will appear in your results as a BP. It is not a BR or a BRM. Julian Dyson asked will there be a badge and MF replied there may be.

Keith Benton asked for the question to be put, and the vote was taken. There were 382 votes; against 11 and abstentions 8 – the motion was carried

### **Special Resolution 3: Appendix 9.8.2 to allow for events with 'Mandatory' routes**

The resolution was proposed by Paul Stewart and seconded by the AUK Board of Directors.

The resolution was introduced by PSt who explained it would enable event organisers to select between offering riders the ability to vary their route between controls (Advisory Routing) as now, or to set fixed (Mandatory) routes. The objective is to simplify the process of planning GPS DIY perms, supports the introduction of GPS Permanents and allows Calendar Events to be organised with fixed routes, as required by the ACP/BRM standard.

Paul Stewart said that the proposal had its roots in the DIY Perm planning routes. The usual tools have been withdrawn and it's now making it difficult to plan routes. This resolution provides DIYers the opportunity to set up routes in a simpler way and reduce the effort for planning and validating routes. It also introduces other opportunities i.e. GPS Based Permanents and mandatory routing for calendar routes for those organisers who would like that option.

Keith Benton questioned that as the postal vote is showing a large vote, is the vote in the room making any difference. The Chair thanked him for having given advance notice of this question. He noted that he had needed about 2 seconds to answer it then, which enabled him to give an instant answer now, the answer still being NO, as to be fair to all, postal voters would have needed to know details of the votes cast by people attending the AGM, an impossible situation. The votes cast by postal voters were held in confidence by the Returning Officer until the time for a vote occurred.

Dave Matthews said that he didn't understand why the change was required because riders were expected to follow the route. It was explained that this had not been the case since advisory routes were adopted in 1999, which was the reason the resolution was being raised now, to re-introduce the option for mandatory routes.

Joe Applegarth asked what happens if someone goes back on the route after making a mistake or choosing to go off track and someone else doesn't. One of the key things with a calendar event that adopts mandatory routing is that it might allow for shortcuts which advisory routes would not. It was suggested that this will need to be considered by the Events Team when accepting such events. He was against taking GPS.

Tony Hull asked if the route is mandatory why do we need to place controls?

Sheila Simpson said that an important purpose of controls is to ensure that riders have rest etc. at regular intervals, i.e., it is part of the duty of care towards riders.

Rob Webb said that he constantly goes off-route as he has no sense of direction. This would make it difficult for him. He can understand why they want the GPS DIY (with mandatory routes) but feels it is divisive.

Ashley Brown was in favour of mandatory routing; advisory routing compromised the route length and he sometimes has to follow a shortest route which may be on main roads.

Andy Clarkson said that we don't have the guidelines for this. If we do DIY by GPS we have to do the route exactly. Under mandatory route we have to follow that exactly. He felt that we only have half the story – this doesn't give us anything new that we don't already do.

Denise Noha said that she didn't understand what the resolution was trying to achieve.

Mike Lane said he rides mostly by following GPS and was concerned that events with mandatory routes would reduce the number of events available to him.

Noel Toone asked is there an alternative if the calendar ride has mandatory route?

THE CHAIR said that members present had had a chance to air their concerns and wondered if there were any more questions. It appeared that the matter had been thoroughly aired.

In response, Paul Stewart said that mandatory routing is part of ACP regulations and the approach used throughout the rest of the Audax world. He recognised the general anxiety expressed by some members about how strictly 'mandatory routes' would be enforced, and that it was standing policy that the AUK Board and events team looked to support riders in getting their rides validated; not to try and find ways to stop them being validated. We can expect there will inevitably be a period of adjustment as organisers and riders get used to events with mandatory routes. Whilst it is recognised that riders do go off-route, get lost, etc. and this would be allowed for, if there is a mandatory route then there is an expectation that riders will endeavour to get back onto the route as soon as they can. There is no intent to make 'mandatory routes mandatory'; it is the organisers' choice. Regarding dealing with GPS failures, he said that if a GPS fails on a GPS DIY Perm with advisory routing that the rider might be able to recover by collecting receipts from that point on, but for a complicated (mandatory) route this would likely not be sufficient. However the number of DIY perms that are rejected because of GPS problems is extremely small and it was felt that overall it was a manageable problem.

Votes were then counted and the motion was carried: for 362 votes; against 47 and abstentions 13

**Special Resolution 4: Amendment to Appendix 12.1 regarding the validation of Brevets for EAPC riders on Brevet Populaire events.**

Proposed by Dave Minter and seconded by Matt Chambers.

Dave Minter explained that last year at the AGM a proposal was put forward that riders using e-bikes were same as those using human power alone. He felt that we need to go back to the beginning of AUK when the ruling was that an event should be completed by human power. AUK is the only international randonneur organisation that says if you don't do it by human power that's okay. He had no objection to riders of e-bikes wanting to take part but that they should not be allowed the same benefits as those riders using human power alone.

Paul Stewart said the recommendation from the Board was based on the principle that this related to Brevet Populaires only, which are not long distance events as recognised, and it was accepted international practice that if you take part in and successfully complete an event, then your participation is recognised.

Keith Benton asked how many riders of e-bikes were validated. The figure was not known but it was minimal.

Arabella Maude asked how does someone on e-bike fit with pacing and how does it fit with equal opportunities.?

Andy Clarkson suggested that collectively this year and last year this topic had been discussed for more hours than e-bikes had been ridden. He suggested that there was no evidence that there is a problem – it doesn't need fixing.

In his right of reply, Dave Minter said that regarding pacing and external assistance – nobody feels that riding a tandem is external assistance – both have paid and both are riding. The argument is that 250W of power is the same as a Tour de France rider sitting on your bike and no fee has been paid for them. Since 1903 Brevets have been based on human power alone. Equal opportunities do not really apply because you are taking on a challenge – you either meet the standard or not. Why has this been changed? E-bikes were used before the rule was changed – validation does not matter to them – they have not followed the principle of the event. Surely it makes no difference to the rider themselves?

A vote was taken and the motion was passed: In favour 243; against 153 and abstentions 12

#### **Special Resolution 5: Amendment to AUK Company Articles to facilitate scheduling the AUK AGM separately from the Annual Reunion Weekend**

The Resolution was proposed by Paul Stewart and seconded by Martin Foley

Paul Stewart introduced the resolution, saying that historically the AUK AGM has been held as part of the Annual Reunion weekend, however, with the introduction of postal voting at the 2014 AGM a large majority of the total votes cast were done by non-attending members. Some members feel this undermines the purpose of holding the AGM as part of the Annual Reunion weekend; others would prefer the AGM was not held during the Annual Reunion weekend at all. It has also been noted that holding the AGM in November means that regulatory and other formal matters must be progressed during the summer months when attentions are naturally focused elsewhere i.e. on cycling and holidays. Having the AGM at this time of year effectively means that all preparation has to occur during the main cycling time of year i.e. summer. If the AGM was held in the Spring the preparation could be done in winter when riders were not out on bikes. It also means that it would allow for additional informal meetings over the winter period so that proposals can be better developed.

Another speaker wanted to ask about the AUK year, and whether if the AGM is moved to spring or later could the AUK year finish at the end of October i.e. when BST gives way to GMT.

Noel Toone said he found it useful to listen to all arguments today but he was getting the feeling that there was not much point in voting because of postal votes. He suggested that with the informal meetings, if they were like this one which was being minuted, the details could go out to the postal votes so they can vote having been fully informed.

Paul Stewart confirmed that it was intended such meetings will be minuted and promoted through the AUK forum to encourage open discussion. The proposal would also allow the Annual Reunion Meeting and AGM to be far enough apart for information to go from one to the other through the AUK forum and Arrivée.

Mike Lane was happy to admit that he had changed his mind on two matters that had been discussed today after listening to the arguments. Would postal votes have changed if they had all the details – if they have the information then he would be in favour.

The Chair pointed out that the resolution is enabling and the intention is to decide on the dates. If there are decisions that need to be taken in between then that would need an EGM.

Heather Swift said she had also changed her mind during the course of the AGM. Agreed that the intention of changing the Reunion Meeting weekend and any extension meeting will give out information to postal voters - this can only be good.

Rob Webb suggested that these informal meetings would only be for those turning up. Would it be a good idea to make it a web conference? The Chair agreed that they need to look at all ideas. The Secretary suggested there might be regional meetings.

Martin Foley asked what is/was the number for a Quorum for AGM – The Chair replied that is 8.

The motion was passed and the votes cast were: for 323; against 35 and abstentions 18. This was 98% of the valid vote and was therefore carried.

## **9. Election of Directors**

### **(i) Finance Director**

Nominee – Paul Salmons – proposed by Paul Stewart & seconded by the AUK Board.

Proposing Paul, Paul Stewart said that since Paul joined the Board he had been very impressed with his professional approach and he is fully recommended into the role.

No questions from the floor

Votes were counted: For 385; against 3 and abstentions 6

### **(ii) Communications Director - This is the new name for the Publicity & Publications Director**

Proposed Ged Lennox by Paul Salmons – he works in graphic design and has some good ideas for marketing – impressed that he was taking photos for Arrivée at this meeting

Marcus Jackson-Baker asked – please don't change the logo again.

Keith Benton questioned whether Board should be proposing new Committee members – should they be proposed from the floor? THE CHAIR took this on board.

Votes were counted: For 377; against 6 and abstentions 9

### **(iii) Non-Executive Director (2 positions)**

There were three nominees for two positions: Chris Boulton, Dave Minter, & John Sabine.

Chris Boulton was proposed by Andy Clarkson who confirmed his credentials and asked that he be allowed to finish what he has started. Keith Benton seconded – he believes he will help.

Dave Minter was proposed by Marcus Jackson Baker who said Dave had a good understanding of the history and facts of AUK and felt as we have now entered a point of change this will help. Secunder Roger Cortis – not present

John Sabine was proposed by Martin Malins who was not present. Pat Hurt seconded the proposal and said that John was truthful and would recommend him to the Board.

The three were invited to take questions from the meeting.

Peter Lewis wanted to know what collective responsibility meant to the candidates

- Dave Minter: The Board has collective and individual responsibility. They should do this honestly.
- John Sabine: As a non-executive member you are part of the Board and questioning is a primary part of the role. Need to be a critical friend and help to come to a decision to show things have been thought through.
- Chris Boulton: One should be prepared to have a robust debate, but to try to reach unanimity. Once the Board has made a decision, it's important that all the directors stand behind it, or the organisation could become dysfunctional. The normal action of a director who cannot support a properly arrived at decision would be to resign.

Keith Benton –asked the Board why they are restricting the number to two and why not have all three. Heather Swift asked when would the third be appointed.

Secretary's note: Two Non-Exec Director positions were set for election as last year when in fact no member stood for election. The Board subsequently received five expressions of interest and appointed three Non-Exec Directors. The Non-Executive Director positions are elected annually.

In response to questions as to whether the meeting could vote to elect three non-executive directors instead of the two specified in the Meeting Agenda, The Chair said that it could not as that would constitute business not previously notified to the membership.

Paul Revell asked candidates for a brief description of their view of future AUK strategy.

- John Sabine: I see the role in determining strategy would come out of scrutinising the proposals of others. He felt it wasn't substantially broken – should be picking up in growth in sport cyclists who want challenging rides.
- Chris Boulton: Membership is quite a big part of this. As you go to the bigger events there are more members than non-members and we need to look at the membership package. Need to look at a funding strategy. Is AUK going in the right direction?
- Dave Minter: I spent 3 years in Audax Australia in a similar role. I do not have a specific view on this for AUK - seems to be okay but the membership is falling which is surprising.\* He believes it could be made more robust. Does not have strong ideas of how to do that and wants to look at what is proposed.

\*Secretary's note: the overall membership is increasing year on year.

Noel Toone: He wanted the meeting to know that he has been cycling for 37 years but hadn't heard of AUK until 3 years ago. Do we need to change to attract more members or will that fundamentally change what AUK is about?

- John Sabine – echoed that and his own local club was ignorant of AUK. If we get it right we can move ahead without changing the essence of the organisation.
- Dave Minter – does not believe we need to change essence of AUK. He believes we would not be here unless the concept was exciting. He is happy with the mix of events – high quality – lots of riders – lots of buzz and low key events. This allows for a range of riders. AUK should be better known – perhaps amongst the walkers etc. for example.
- Chris Boulton: I believe we need to market the organisation better, particularly through smaller events

Andy Clarkson – last year we had 3 people in these roles and we have 3 good candidates. He felt it was irrational not to vote them all in and it is only an excuse to keep the options open. Need to give good reasons why all three people should not be put forward.

THE CHAIR thanked Andy for his sincere comments but noted again that matters like this could not be changed at this meeting. The Board had retained the ability to consider what aspects of its constitution could be improved in the best interests of

AUK by the appointment of a third non-executive director, and he would ensure that due consideration of this would be undertaken at the next Board meeting. He reminded members that the vote on this would be by ballot. All members eligible to vote in person at this meeting had been issued with ballot papers naming the three candidates. Members eligible to vote were entitled to cast up to 2 votes.

Votes were cast and counted: the results Chris Boulton 216; Dave Minter 207; John Sabine 244

Chris Boulton and John Sabine were appointed as Non-Exec Directors

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

Marcus Jackson-Baker read out a message from Stephen Abraham thanking AUK and all members for help and support – sorry that I don't have time to say more but sure all you understand "time is miles".

Keith Benton gave thanks to the Board and to The Chair for overseeing this meeting, and welcomed new members of the Board, and offered a vote of thanks to the delegates and Directors because without backroom members the systems wouldn't work.

## **10 Close**

The meeting closed at 16:50