

Audax UK Long Distance Cyclists' Association Ltd

Annual General Meeting 2014 - Annual Report and Agenda

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Introduction

Welcome to the Annual Report and Agenda for Audax UK 2014. For the first time, not everybody reading these materials will be in the same room, which is just as well as AUK now has 6,000 members! Yes, the big change this year is that members not able to attend the AGM in person will receive first hand a copy of the AUK Officers reports and have the ability to vote on the AGM Agenda items.

Members planning to attend the AGM in person may cast their votes in person as usual. Members not planning to attend or who would simply prefer to cast their vote ahead of the meeting may cast their vote immediately on receipt of these materials, online or by post as appropriate (members with printed ballot papers can return the ballot by post or vote online as they prefer). Postal voting will end at end-of-business on Wednesday November 12, 2014. Once the Postal vote has been completed the results will be passed to the returning officer appointed by AUK who will hold the results in confidence until they are required to be counted at the vote for each resolution on the Agenda.

If you have any questions relating to this document or the voting process please email AGM2014@audax.co.uk and we shall respond as soon as possible.

Regards,

Paul Stewart
Secretary, Audax UK

Directors Reports

Report from the Chair

There was much debate about the future direction of **Audax UK leading up to last year's AGM, and this had** a significant influence on the composition of the Board elected at the meeting, as well as mandating a heavy workload that included introducing absentee voting at the AGM, and a revised Board structure, which the AGM helpfully (or not, depending on your viewpoint) did not define.

Given the new directors taking their place at the Boardroom table, it was to be expected that some new ideas would emerge. For myself I was keen to make AUK more focussed, to improve governance, and to widen participation in decision-making.

So how did we do? I don't want to write a book, or at least not yet, so here are a few examples.

We looked at the previous **Board's Strategy**. Implementation had been only patchy and it did not appear to address our needs. Ideas had moved on. **We considered the Events Secretary's events** strategy, which provided a cogent analysis of event and rider statistics and indicated a range of ideas that we could adopt for the benefit of our aims. Rather than being completely prescriptive it provided ideas that could guide us. In the **General Secretary's paper on AUK Governance we found** ideas that could also guide us in the way that AUK is run, again not prescriptive but indicating ways forward that should help us to work better. The result of all this work is in the AGM agenda, with various proposed amendments to the articles to **produce a Board that is aligned to deliver AUK's** objectives. We had to assume that the amendment to Board structure gave us the power to determine that structure, and opted for a model of core Portfolio Directors managing operational teams, and being augmented by **Non-Portfolio Directors**. **There's** a lot more detail in the proposals based on the detail **in the Secretary's paper and subsequent Board** discussions, but essentially we would like to gain membership approval for this approach.

On finances, the disagreements at the last AGM indicated a need to develop how our processes work and how we can improve the handling and delivery of our accounts. The timescale we had proved too short to introduce the changes we felt were needed. Our financial year ends at August 31 and it did not

appear feasible to port the accounts over to another system in the middle of the financial year. However, work has gone on in the background and for the new financial year (that has already begun), we will move to an online accounting system that should provide us with the detailed information that we want from our accounts during the year, as well as at the end of it. The end of year presentation should be better too.

The last AGM directed the Board (by a large margin) to investigate options for absentee voting at general meetings, and to bring proposals to an EGM for determination. We looked at various ways of doing this and in the end plumped for postal voting (a sort of proxy vote that doesn't allow a proxy to decide how to cast that vote). That was passed, and so this year's AGM is the first that members not attending the AGM will be able to cast votes on business determined there. If you're not coming to the Reunion weekend of which the AGM forms a part, then please take some time to study the agenda items, consider the issues carefully, and exercise your influence by casting your votes as you think fit, in the interests of AUK.

There's been a whole lot more too. Our minutes and papers are on the AUK website for all to see if you would like further information..

So what's next? I keep thinking of the parts of the Companies Act that specify a large fine and term of imprisonment for failure to implement full rights of proxy, but there are other areas of our Articles of Association (the club's constitution) that appear to require attention, and we may have to take advice on that in the future. In short there will be more work to do on improving and maintaining our focus, and improvement of governance will also need to continue.

As an important future development we have identified a need within the next 12 months for a **new website and "back office" administration system**. This will be wide ranging, complex and quite probably expensive, so it will be a big job to ensure it fits our needs, aspirations, and budget.

In terms of events and the experience of people taking part in them, and as part of the events **strategy, I'd also like to see events develop so that** the rider and volunteer experience is enhanced. As well as attracting riders we need to attract volunteers to support them in all aspects of our organisation.

The volunteers who put in work for AUK are every bit as important to the rider experience as the event staff who minister to them. They all deserve our gratitude. I should also thank the members of the Board for their contribution this year, which were massive at the start, and grew as the year went on. Things were civil for most of the time, and they all have this fantastic enthusiasm for long distance cycling that makes any disagreements pale into insignificance

Several directors are stepping down this time. We owe them all a debt of gratitude for their contributions.

Sue Gatehouse and Keith Harrison are intending to work for another year, but as Validation Secretaries within the newly formed Events Services Directorate, which will encompass validations, recording, and brevet card production, as well as medals and **badges. Sue and Keith's passion for long distance cycling** has always been infectious, and their involvement in events like LEL has been crucial.

Linda Johnston is stepping down from the Finance Director post after several years. When she started as Treasurer it was from scratch, and she had to do an awful lot of work to get a semblance of order to the **accounts. Recently she's had a heavy workload** outside of AUK but has continued to make her contributions when she can.

John Hamilton, Events Director, has spent his years on the Board developing and setting out policy as **described in his Organiser's handbook, and ensuring** that the events team works in a professional way. He has also ran innovative events, been heavily involved in LEL and in mentoring ambitious organisers. He intends to remain on the events team and I look forward to his continuing contribution.

Judith Swallow also steps down after a term as ACP Correspondent and LRM **representative. Judith's** experience of long international Randonneur and Audax events and her understanding of the historical development of our sport have been invaluable in this short time.

This AGM sees the withdrawal from the Board of Sheila Simpson, one of the people who worked so hard to establish AUK in its present form and to develop it as Director, event organiser, founding editor of ARRIVEE, and in many other areas. Typically **she's not going to take things easy, as she already** has other cycling-related commitments, and will stay

on as one of the quarterly editors of ARRIVEE working in the new Publicity and Publications Directorate. In recognition of this service, the Board has agreed unanimously to appoint her to the post of **President d'Honneur of Audax UK**.

Finally, members will recall that Pam Pilbeam retired from the Board last year after 18 years working in a variety of roles but always offering a personal touch to members. Brevet cards, clothing in variety, arranging reunions, looking after trophies etc. In recognition of this service, the Board has agreed unanimously to appoint her a Vice President of Audax UK.

*Chris Crossland
Chair*

General Secretary

It's been a busy year, courtesy of the various governance related resolutions passed at last **year's** AGM in addition to my regular Secretarial duties.

This saw the creation of an internet forum where AUK members could discuss matters of interest in the world of Audax UK, first of which was an Extraordinary General Meeting to ratify a resolution to enable postal voting, This was passed and so this year all AUK members will have the option to register their vote for resolutions presented at the AGM2014, not just those attending. Another change arising was the publication of those resolutions for review and amendment prior to final submission, giving members the opportunity to help shape policy, not just vote on it.

Last but not least was to consider the amendment to AUK company Articles passed last year, which **removed the fixed relationship between 'Portfolios' - de-facto, the old 'Committee' posts - and AUK Directorships**. The intent was to provide greater flexibility in managing Board appointments however little consideration had been given to how this would work in practice.

In response the Board developed an approach whereby it would define its own constitution – director roles – as it requires, and from this a more focused set of Portfolio Directorships have been set for election this year, along with two non-executive/portfolio positions.

Sadly, no nominations were received for the new non-executive positions, nor for Finance Director, the

latter a requirement of the AUK Articles. Whilst new financial services are being progressed the governance issue will need to be addressed.

So this is a work in progress. Where we are is that resolutions have been presented to AGM2014 to regulate the Board's powers and processes for defining its constitution, i.e., to define (portfolio and non-portfolio) Director roles and their election and/or appointment, and to refine the process of managing the publication and amendment of resolutions prior to publication. Beyond this the AUK company Articles require a general review to ensure they conform to the current Companies Act and otherwise improve their legibility, and it is intended this will be progressed next year.

The board as a whole is working towards promoting Audax as an open and accessible form of cycling, and as Secretary I have been working toward clarifying the regulations which underpin our activities. A simple first step towards this was to publish the AUK Regulations through the AUK website in an easy to follow format. More recently the Board has adopted an amendment to AUK regulations – pending ratification at AGM2015 - which widens the range of events eligible for AUK awards. This has naturally cast a spotlight on some of the more esoteric aspects of AUK regulations. I look forward to working with the AUK Board and members to resolve the questions arising, as this will help bring Audax to a wider audience.

As Secretary I also oversee AUK insurance policies (AUK holds cover for Employees, Product Liability and 3rd Party Liability). Some effort has been expended in clarifying the scope and coverage of insurance policies), and a summary is available on the AUK website. One minor insurance claim was met by AUK this year which highlighted the need to clarify handling of the policy excess, which was met by AUK on this occasion. A breakdown of Accident Reports will be published in the Spring edition of Arrivé.

*Paul Stewart
Secretary*

Treasurer

The financial position of Audax UK remains healthy with £228K in the bank and therefore no increases are proposed to membership or event fees at this time.

The accounts this year have been produced by Mr Jon Riley CIMA Adv. Dip. MA of Seahouses Accountancy Services, who advises that it is prudent to keep reserves equivalent to two years of expenditure plus the outstanding commuted liability. This would be around £200k. The package used to produce these accounts was "Sage". Costs have increased this year producing a slightly lower surplus.

Temporary membership fees brought in £15K

Monies held by OCD at the time of merger were transferred to AUK, the amount being £2155.

The £40k on a 2 year bond matured in March paying interest of £1056. This £40k has been reinvested; there was no comparable interest rate on offer so the return will be lower. There is a further £50k on deposit until December 2014 that term was offering the best interest rate at the time.

Linda Johnston
Treasurer

ACP/LRM and International Events Secretary

Attended annual ACP meeting in January 2014

Signed ACP agreement January 2014

Three applications for ACP R5000 award received several pending but awaiting forms

Judith Swallow
ACP/LRM Representative and International Events Secretary

Calendar Events Secretary

2014 – The Year in Numbers

This year has seen a total of 532 events, organised by 205 organisers, both slightly down on last year. The breakdown of these is shown below (with the number of BRM events in brackets):

	2009	2010	2011	2012	2013	2014
BP	317	322	310	320	334	311
200	146	148	166	159	163 (12)	160 (17)
300	23	21	32	27	29 (6)	31 (15)
400	16	27	26	18	15 (7)	15 (13)
600	14	16	22	10	12 (8)	13 (13)
>600	1	1		1	1 (1)	2 (2)
Total	517	535	556	535	554	532

Top 5 Organisers (All Events)

Organiser	No of Events
1 Mark Rigby	14
2 Geoffrey Cleaver	12
3= Chris Crossland	9
3= David Matthews	9
3= Lucy McTaggart	9
3= David Hudson	9

Top 5 BR/BRM Organisers

Organiser	No of Events
1 Mark Rigby	13
2 Lucy McTaggart	7
3= Thomas Deakins	5
3= Andy Corless	5
3= Chris Crossland	5
3= John Perrin	5

Top 5 Organisers (KM Organised)

Organiser	No of Events	KM
1 Mark Rigby	14	4500
2 Chris Crossland	9	2517
3 Lucy McTaggart	9	2300
4 Thomas Deakins	8	2103
5= Ian Hennessey	5	1860
5= John Hamilton	5	1700

Top 5 BR/BRM Organisers (KM Organised)

Organiser	No of Events	KM
1 Mark Rigby	13	4400
2 Chris Crossland	5	2200
3 Lucy McTaggart	7	2100
4 Thomas Deakins	5	1800
5 Ian Hennessey	4	1700

Distribution of Longer Events by Region



300km

400km

600km

Distribution of Longer Events by Month

	300km	400km	600km
Mar	1		
Apr	11	1+A	
May	6	5	3
Jun	5	1+A	5
Jul	4	N	3
Aug	2	3	
Sep		1	1

A = Easter & Summer Arrows, N = National 400

2014 Events Highlights

Some (very) select highlights from 2014:

- The National 400 was held in the North this year, with VC 167 stepping up to the organising challenge. The organisation and level of support from volunteers received much praise throughout. Entry was however disappointing with only 52 riders completing the event.
- Ian Gilbert boldly took AUK where other randonnees have failed to reach by organising AUK first events in the Outer Hebrides with a weekend of events from Stornoway.
- Mark Rigby tested AUK's self-sufficiency to new levels with a 1300km Highland tour – **AUK's first RM event outside of LEL.**
- John Hamilton's Mille Cymru returned to bring a new batch of riders to take on the Welsh dragon.
- The Windsor-Chester-Windsor, AUK's original 600km PBP, was resurrected with a new route after a long absence from the calendar. Thanks to Steve Gloster for instigating the event, and to Sue Gatehouse & Keith Harrison for picking up the organisation. The event should once more be a regular fixture on the calendar.

Of course, a big thank you on behalf of AUK to all organisers, and their helpers for putting on all the events of the past year.

Looking Forward to 2015

The main focus for many riders in 2015 will of course be by qualifying for PBP. As I write this at the beginning of October the BRM calendar is in the process of submission to ACP, and indications are that AUK will be well served for PBP qualifying events at all distances. The National 400 will be hosted by CTC Highland, with a route taking in the empty roads of Sutherland starting from Dingwall, North of Inverness.

Events Team

Jackie Popland has stepped down as Events Delegate for South East England after 4 years. Her place is taken by Pat Hurt. On behalf of the Board I'd like to welcome Pat to the team, and to express my thanks to Jackie for all her hard work during the last 4 years – **she'll be missed.**

2014 will be my last year as Events Secretary, as I'm not standing for re-election for the forthcoming year, although I will be continuing as a Delegate. I'd just like to say thank you to all the members of the Events Team over the last 4 years, and wish my successor well for 2015.

*John Hamilton
Calendar Events Secretary*

Permanent Events Secretary

This report has been prepared to meet the deadline for publication of AGM reports and is based on provisional results available at 26 September 2014. When all 2013/14 season results have been finally checked and collated a more comprehensive and updated version will be published.

The number of Permanent Events ridden has grown year on year for the past 10 years, including an unprecedented increase during the 2012/13 season. This year for the first time this trend has levelled out with a slight drop (5%) from the previous season. DIY Events have, however, continued to grow (7% more being ridden than last season) and now account for 60% of all Permanent Events ridden, while the number of fixed route events ridden has fallen by 19%. The number of Permanent Events to extend Calendar events has increased slightly.

4,271 Permanent Events results, including AAA points awarded to DIY events, have been recorded for the 2013/14 season. The events completed for the 2013/14 Season compared with previous years:

	All Perms	DIY	ECE
2013/14	3707	2235 (60%)	150
2012/13	3900	2081 (53%)	137
2011/12	2800	1385 (49%)	110
2010/11	2430	1160 (47%)	70
2009/10	2300	1010 (44%)	75
2008/09	2160	880(41%)	-

65% of Permanent events ridden were BR (or ECE) events and 35% were BP events. This is the same split as last year. The spread of event distances for BR events (% of BR events total in brackets) was:

Year\KM	200	300	400	600	600 - 1000	1000 +
2013/14	1986 (87%)	169 (7.4%)	80 (3.5%)	42 (1.8%)	1	10 (0.4%)
2012/13	2176 (86%)	200 (7.9%)	77 (3.1%)	59 (2.3%)	1	11 (0.4%)
2011/12	1474 (83%)	131 (7.4%)	74 (4.2%)	91 (5.1%)	0	4 (0.2%)
2010/11	85%	7.1%	3.8%	2.4%	0.1%	0.5%
2009/10	87%	6.6%	2.5%	2.8%	0.2%	1.4%

The spread of event distances for BP events (% of BP events total in brackets) was:

	50km	100km	150km
2013/14	241(19%)	938(74%)	89(7%)
2012/13	270(20%)	1018(74%)	88(6%)
2011/12	203(22%)	616 (67%)	95(10%)
2010/11	25%	68%	7%
2009/10	17%	76%	7%

DIY riders follow much the same pattern for events ridden as the overall Permanent Events results. 67% of DIY Events ridden were BR events and 33% were BP events. More than half of all DIY Events ridden were 200km. Validation by GPS is becoming increasingly popular.

Thanks are given to the team of seven DIY organisers - Joe Applegarth, Andy Clarkson, Julian Dyson, Martin Foley, Tony Hull, Chris Smith and Paul Stewart,

And also to Steve Snook who has calculated and attached AAA points to more than 550 DIY Events recorded results.

Rider podium places for most Permanent events completed, Rider with most Permanent events points and Permanents events AAA prize of the year

will be set out in a revised version of this report when all event records are collated

Long Permanent events successfully completed were few in number this year: 3 BR 1,400km End to Ends (LEJOG); 2 BP 1,300km High Roads, Glens and Sea Lochs; and 4 BP 1,000km PRoFs (Manche to Med). Also, 1 DIY 1,000km ride was completed.

PRoFs have not been very popular this year with only 18 being completed in France or Spain. Also, carrying brevet cards up classic cols or mountain top Tour de France finishes seems to have fallen out of fashion **with only 3 Alp d'Huez and 1 Col de Cayolle being recorded.** (On a personal note your own Permanents Secretary has to confess to cycling over more French Alpine cols than I can remember this year, but without collecting any control stamps or claiming AAA points)

The Future of Permanent Events

The development wish list includes a redesigned and fully integrated on-line process for Permanent Events, from new events being accepted to results being recorded; all fees and charges being possible on-line (but with cheques and post still available); more geographic information about fixed route **Permanent Events with "find a Perm event and Start Control near you"; and development** and greater use of GPS validation.

All of these will be dependent on the successful **implementation of a new AUK website and "back office", which is the major project challenge** for the AUK Board through 2015.

John Ward
Permanent Events Secretary

Validations Secretary

We have just concluded our 10th season as Validation Secretaries. During the season, 519 events were validated, a reduction from the 540 events of the previous season.

Of these : 305 were BP events, 155 were BR events and 59 were BRM events.

There were a total of 20358 (projected) individual rides making this the club's highest season ever, an increase of 20.15% over the comparable pre-PBP season 2009/10, and of 3.32% over the club's previous record season 2012/13, an LEL year.

This season's rides covered a total of approximately 3,520,208km.

6783 rides were on day membership, the riders being neither AUK nor CTC members.

570 medals and 325 badges were sold on events by organisers, many of them being provided on a sale-or-return basis.

The numbers of riders at each distance were

KM	Events	Riders	KM	Events	Riders
<100	50	1051	400	16	527
100	207	10802	600	13	434
150	48	1282	1000	1	60
200	153	5165	1300	1	24
300	30	1013			

45 organisers used 'on the line validation' during the season, handing cards back to riders at the finish control. This facility is available to trusted organisers of non-BRM events of 200 or less. It continues to be very popular with organisers and riders.

We are not seeking re-election to the Board for season 2014/15 but have offered our services as delegates to the Events Support team.

*Keith Harrison and Susan Gatehouse
Validation Secretaries*

Membership Secretary

Membership has continued to increase and reached 6028 as of 31/08/2014 (up from 5517 at this point last year). This includes 197 OCD members that we added to our lists in January, and I trust they have enjoyed reading their copies of Arrivée as members of Audax UK. I hope they choose to respond positively to the invitation to renew their membership sent with the November Arrivée.

Female members comprise about 14% of the membership. The average age of all AUK members is 52 years 7 months.

My work as Membership Secretary would be immeasurably harder without the help of my team of delegates, Findlay Watt, Peter Gawthorne and Ian Hobbs, for which many thanks. Ian is stepping down as Enrolments Delegate, and volunteers are now being sought to take on this essential role in welcoming our new members.

*Mike Wigley
Membership Secretary*

Publications Secretary

My grateful thanks to the Arrivée contributors for this year's articles and photos; to Tim Wainwright who produces the May and August issues, Peter Moir who produces the November issue, Francis Cooke who produced the 2014 Handbook, the final hardcopy edition; plus Mike Wigley who supplies the membership digital address file for the publishers and last but not least Peter Lewis who has checked and transferred the archive handbook material to the website.

As I write, we have no Arrivée editor to take over the August issue from Tim. An extra member is needed for the hardcopy publications team as there will be more work in the coming year when we begin to collate, edit and lay out materials on the new AUK website. However, a group of web editors, including a possible hardcopy editor, will be meeting before the AGM, so we can expect an announcement then.

I am stepping down from the AUK board this year but hope to continue as the February Arrivée editor.

*Sheila Simpson
Publications Secretary*

Publicity Secretary

This year I have focussed on three aspects of my role: an **overhaul of Audax UK's graphics and design**, the **website redesign and supporting John Hamilton's Mille Cymru event**.

On balance I've not been as productive as I wanted to be, but this is perhaps unsurprisingly after the big **push to organise LEL in 2013**. **Next year I'd like to focus more on the publicity aspect of this role**, leaving others to manage their own design.

Audax UK redesign After my election last year, I commissioned a designer I had worked with during London Edinburgh London to carry out a complete **redesign of Audax UK's look, and to apply that redesign to such things as our website and magazine, badges, jerseys, brevet cards and publicity material**.

In January we presented the new logo, plus a range of **patterns and colours that we'd use in the future**. **Since then I've applied the new look to banners, which I've distributed to about 20 organisers**. I've also produced a new range of club jerseys and gilets. We have commissioned redesigns of all the cloth and metal badges, and plan to work on a new look for Arrivée and the brevet cards. The designer has also produced a website where organisers can download design elements to use for their own event publicity.

Website redesign **I've worked throughout the year on a new magazine-format front end for Audax UK website**. The goal is to have the new site live in January 2015. While we build and learn how to use the new site, we will continue work to prepare for a rebuild of the existing site. This is unlikely to be operational until after Paris Brest Paris in 2015.

Mille Cymru I supported John Hamilton and his flagship event Mille Cymru, as we continue to build another landmark event in the UK. Working with our usual designer we produced publicity material and an event jersey, promoting the event on social media. The aim was not to sell the event but to raise its profile and that of Audax UK.

Looking ahead I am standing for the new position of publicity and publications director on the Audax UK

board. I'm keen to finish applying the club's new look, and I want to see through the plans for a new website. I would also like to work more on promoting our club through the press and social media, in particular our major events.

*Danial Webb
Publicity officer*

Recorder

With the recording of BP and BR events being an almost entirely automated process my time has been taken up with other matters. Processing BRM events with ACP has taken some time this year but will hopefully be more convenient from the end of October 2014 **when ACP's new semi-automated system goes live**.

In the early part of the season the most frequent queries were from new members asking to have events completed as non-members added to their **new member record, and I'm grateful to Francis Cooke for implementing some system updates to make this easier**.

As the season moved along claims for overseas **events become more frequent, and I've been** similarly appreciative of the support offered by the ACP/LRM correspondent and other Board members.

Apart from this I've been involved with transferring Handbook material to aukweb.net, with storing (and occasionally searching through) scanned copies of old paper records, and with developing plans for a web-shop to handle Badges & Medals (and maybe other items too) within the forthcoming new website. Whilst on the subject of Badges & Medals **I'd like to record my thanks to my predecessor for continuing to operate his web-shop in the interim and his kind assistance in getting me started as AUK Recorder**.

*Peter Lewis
Recorder*

Annual Accounts

The accounts for 2014 were prepared this year by an external accountant. Some of the values have been presented in a different format to preceding years making a direct comparison difficult. Some points for clarification:

Stock: the holdings of medals and badges was revalued and written down.

Insurance: £250 was paid to cover the excess and allow a claim to proceed. The remainder is 1/12th of the insurance premium of £3,200. This was paid in August, the last month of the financial year and so 11/12ths were carried forward to 2014/2015.

AGM: Income was £8880; the expense was the same but was combined into venue hire. Venue hire covering board meetings, AGM and EGM.

Arrivee: there was no income in this year from Arrivee advertising.

Events: The equivalent figure for 2013 is £15,907, slightly higher due to a greater number of ACp validations being paid.

Events costings: these have been shown in their various headings for 2014 but when added together give £25,212 slightly higher than the £23,752 of 2013, mainly due to the increased costs of ACP validations paid in January.

Committed: These have been shown as creditors falling due within one year and after more than one year.

Honoraria: Previously honoraria have been allocated to the position claiming them and totalled into that costing. This year the total has been shown as a separate entry.

I hope the explanations given help to guide you through the new format.

Linda Johnston, Treasurer

Secretary notes

A copy of the full accounts can be found at :

<http://tinyurl.com/pvfpt4p>

The accounts were presented after the last Board Meeting and consequently it has not been possible for the Board to formally review and approve the accounts prior to the publication deadline for the Annual Report. This will be progressed at a Board Meeting set for 12th November 2014, i.e., prior to the AGM.

Paul Stewart, Secretary

Audax United Kingdom Long Distance Cyclists' Association

Profit and Loss Account year ended 31 August 2014	2,014	2013
	£	£
Turnover	113,985	110,664
Cost of sales	<u>-74,340</u>	<u>-62,437</u>
Gross profit	39,645	48,227
Administrative expenses	<u>-8,149</u>	<u>-14,925</u>
Operating profit	31,496	33,302
Other interest receivable and similar income	<u>1,057</u>	<u>82</u>
Tax on profit on ordinary activities, corporation tax	<u>-225</u>	<u>-</u>
Profit for the financial year	<u><u>32,328</u></u>	<u><u>33,384</u></u>

Balance sheet

Current Assets

Stock	4,612	6,700
Debtors	2,934	0
Cash at bank and in hand	<u>228,896</u>	<u>201,125</u>
Creditors: amounts falling due within one year	<u>-16,602</u>	<u>-23,029</u>
Total assets less current liabilities	219,840	184,796
Creditors: amounts falling due after > one year	<u>-24,743</u>	<u>-22,027</u>
Net assets	<u><u>195,097</u></u>	<u><u>162,769</u></u>

Capital and reserves

Profit and loss account	<u>195,097</u>	<u>162,769</u>
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Detailed Profit and loss account

Turnover

Membership subscriptions	84,541	80,993
Events	13,529	29,177
Mileateer	387	469
AGM income	8,880	
Event listing	4,176	
Donations	317	25
Transfer from OCD	<u>2,155</u>	<u>-</u>
	<u><u>113,985</u></u>	<u><u>110,664</u></u>

Cost of sales

Membership costs	7,465	5,512
Arrivee	28,645	27,601
Events -direct costs	613	23,752
Events-card production	4,543	
Events -medals and badges	3,264	
Events-validation	647	
Events-affiliation	3,539	
Venue hire	12,936	
Handbook	2,138	2,839
Director's honoraria	10,033	
Insurance	<u>517</u>	<u>2,733</u>
	<u><u>74,340</u></u>	<u><u>62,437</u></u>

General administrative expenses

Computer software and maintenance costs	764	324
Sundry expenses	67	2,313
Accountancy fees	1,625	
Publicity	4,103	4,692
Travel and subsistence	<u>1,590</u>	<u>7,596</u>
	<u><u>8,149</u></u>	<u><u>14,925</u></u>

Special Resolutions for AGM2014

1. [Proposal - 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.

Proposal: - To amend Articles 1, 5, 9 & 14 of the AUK Articles, and subsections thereof, to read:

1. Interpretation

Board : the board of Directors of the Company established in accordance with Articles 9 and 14, or the Directors present at a duly convened meeting of the Directors at which a quorum is present;

Chairman : the chairman of the Company appointed in accordance with Article 9 and 14;

General Secretary : the secretary of the Company within the meaning of section 283 of the Act and appointed in accordance with Article 9 and 14;

5. Retired

9. The Board of Directors, Delegates and other Officers

9.1 The Board of Directors shall consist of Chairman, General Secretary, Finance Director plus other directors, with a minimum of five and a maximum of fourteen directors in total. Unless otherwise instructed by the membership in general meeting, the Board shall have the power to designate its **constitution in furtherance of the company's objects.**

9.2 All directors must be members of the company, and all members will be eligible to stand for director posts.

9.3 Within the composition of the Board, there shall be executive director posts (i.e. portfolio posts designated by the Board) and non-executive director posts (i.e. without designated portfolio).

9.4 Where a director post is vacant or a new director post is created the Board may appoint a director to the post.

9.5 The term of office for:

(a) elected executive directors commences at the end of the Annual General Meeting at which they are elected and ceases at the conclusion of the Annual General Meeting in their third year of office;

(b) elected non-executive directors commences at the end of the Annual General Meeting at which they are elected and ceases at the conclusion of the following Annual General Meeting;

(c) appointed directors commences at the end of the Board Meeting at which they are appointed and ceases at the conclusion of the following Annual General Meeting.

9.6 From the Annual General Meeting of November 2014, the Board shall consist of the following executive director posts:

(a) Chairman

(b) General Secretary

(c) Finance Director

(d) Calendar Events Secretary

(e) Permanent Events Secretary

(f) Publicity and Publications Director

(g) Membership Secretary

(h) LRM/ACP Correspondent and International Events Secretary

(i) Events Services Director

plus two/three non-executive directors.

9.7 The Board will take steps to ensure elections for Chairman, General Secretary and Finance Director are held in separate years, and that similar provisions are extended to other executive director posts as appropriate to the constitution of the Board.

9.8 The Board may from time to time appoint delegates to the Board to act in a technical, administrative or educational capacity. Such delegates shall not be directors within the meaning of the Act but will be entitled to attend and speak but not to vote at Board meetings.

9.9 The Board may, in its absolute discretion, elect a **Patron, a Président d'Honneur and up to 6 Vice Presidents.** Such individuals will act in an honorary capacity and will not be Directors of the Company.

14. Election of Directors

14.1 Details of the Director posts for election will be advertised to members via the company website by 1st September preceding the date of the Annual General Meeting at which election is proposed.

14.2 Nominations with details of the members proposing and seconding the nomination and the consent of the nominated person to serve together **with a statement of that person's relevant abilities or experience** shall be sent in writing to the General Secretary to be received by 1st October preceding the date of the Annual General Meeting at which election is proposed.

14.3 The Directors whose terms of office have expired under the provisions of section 9 of the Articles shall be eligible for re-election or re-appointment.

14.4 Elections will be progressed as resolutions of the Annual General Meeting in accordance with section 8 of the Articles, except if more than one candidate is nominated for office the election will be by ballot, **the ballot showing the candidates' names in alphabetical order**, with the names of their nominators. Candidates who receive the largest numbers of votes in respect of each office shall be elected. In the case of an equality of votes, the chairman of the meeting shall have a casting vote. Where the chairman of the meeting does not have a casting vote in accordance with Article 8.6, the General Secretary shall have a second or casting vote.

14.5 The Board may make further regulations for the holding of ballots as might be required.

2. [Proposal - 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.

Proposal: - To amend Article 7.6 to read:

7.6 A member may give written notice to the general secretary of any resolution including nominations for Directors, patrons and vice presidents which may properly be moved and is intended to be moved by that member at an Annual General Meeting.

7.6.1 Nominations for Directors, patrons and vice-presidents must be received in accordance with section 14 of the Articles.

7.6.2 Resolutions must be submitted by members acting as proposer and seconder in writing to the general secretary and received by 1st September which will be deemed the date of receipt whereon they will be advertised to members via the company website within seven days. Resolutions may be accompanied by a statement of no more than 1000 words in respect of the resolution.

Members may submit amendments to resolutions. Amendments must be received by 1st October, when the amendment period ends. Amendments will be submitted and processed within the amendment period in the same manner as resolutions. Proposers of resolutions and/or amendments may in the same manner:

(a) Withdraw un-amended resolutions and/or amendments;

(b) Combine, partition or otherwise redraft previously submitted resolutions and amendments.

7.6.3 Nominations, resolutions and amendments, together with supporting statements, will be included in the notice to members of the Annual General Meeting.

3. [Proposal - 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

Proposal:

To amend Articles 8.6 and 8.9 to reference Article 14 rather than Article 14.2, to allow for renumbering Article 14.

To amend Article 15.4 to specify five directors as quorum for a board meeting. This is currently set to six whereas the minimum board size is five directors.

4. [Proposal - 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

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>).

Accordingly it is proposed to allow the use of EAPC events on Brevet Populaire events and such riders to be eligible for associated awards with a view to making such events more accessible to disabled and older riders.

Proposal: To amend Regulation 12 and Appendix 12 to read:

Reg 12. Modifications of organisation and conduct applicable to Brevets Populaire

12.1 Machines: Electrically Assisted Pedal Cycles (EAPCs) may be ridden

12.2 Distances: Brevets Populaire (BPs) may be of any distance acceptable to the AUK events secretary.

12.3 Speeds: The minimum speed may be further relaxed at the discretion of the AUK events secretary.

Apx 12. Modifications of organisation and conduct applicable to Brevets Populaire

12.1.1 Events ridden on EAPCs may be counted for AUK personal awards, but not for competitive trophies listed under Appendix 13.2.8

12.2.1 Standard distances are 50km, 100km and 150km.

12.3.1 A minimum of 10 - 12.5 km/ph and maximum of 20 - 25 km/ph is normal practice.

5. [Proposal - Amend AUK Regulations & Appendices regarding Awards and Trophies](#)

Proposer: John Hamilton, Events Secretary, on behalf of the AUK Board, Seconder: Paul Stewart, Secretary

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

Proposal: To replace Appendices 13.2.n with:

13.2 1 The season for trophies and awards is the 12 month period from 1 October to the following 30 September unless otherwise specified.

13.2.2 Whilst the club is non-competitive, trophies are awarded by the club to recognise outstanding achievement and contribution by riders, organisers and others. The Trophies are listed on the AUK website.

13.2.3. Distance medals, badges and awards: Riders who successfully complete a standard distance event up to 1,000 km shall be entitled to buy the appropriate medal and/or badge for that distance. A rider completing a BR, BRM or RM event is thereafter designated a Randonneur.

13.2.4 The Randonneur Award Series is for achievement in one season. Whilst a rider may complete the award in subsequent seasons, a rider completing a SR award is thereafter designated a Super Randonneur. All events of 200km or more must be BR, BRM or RM. For any distance a longer distance may be substituted. The Super Randonneur award is available to all riders; only subscribed AUK members are eligible for other Randonneur awards.

(i) Randonneur 500: 50, 100, 150 and 200 km events.

(ii) Randonneur 1000: 100, 200, 300, plus other events to a total of 1,000 km.

(iii) Super Randonneur: 200, 300, 400 and 600 km events.

(iv) Randonneur 2500: 200, 300, 400, 600 & 1000 km events.

(v) Randonneur 5000: BR, BRM or RM events totalling 5,000 km.

(vi) Randonneur 10000: BR, BRM or RM events totalling 10,000 km.

(vii) Ultra Randonneur : riders completing ten Super Randonneur series shall be eligible for the award of Ultra Randonneur. Only one series per year counts. The series do not have to be consecutive.

(viii) Randonneur Round The Year: riders completing one 200km or longer event per month, as listed in the AUK event results. The RRTY award is administered on behalf of Audax UK by PeakAudax.

13.2.5 The Brevet Award Series includes achievement over extended periods. All events of 200km or more must be BR, BRM or RM. Longer distances events may only be substituted for shorter where specified. An event may only count towards one award within a category, i.e., a B5000 and a B25000 but not two B5000. Only subscribed AUK members are eligible for Brevet awards.

(i) Brevet 500: in the same season, five events at 100 or 150 km.

(ii) Brevet 1000: (a) in the same season five events at 200 km or (b) over any period ten events at 100 or 150 km.

(iii) Brevet 2000: over any period (a) ten events at 200 km or (b) twenty events at 100 or 150km.

(iv) Brevet 3000: over any period 3,000 km in any combination of events at 100, 150 and 200 km.

(v) Brevet 4000: over any period twenty 200 km events.

(vi) Brevet 5000: within a four year period, events comprising a Super Randonneur, an event of 1000km or more, an additional event of 1200km or more, a 24

hour team Arrow and other BR, BRM or RM events to bring the total up to at least 5,000 km.

(vii) Brevet 25000: within a six year period, events comprising 3 Super Randonneur, PBP or LEL, an event of 1000km or more, an additional event of 1300km or more, a 24 hour team Arrow and other BR, BRM or RM events to bring the total up to at least 25,000 km.

13.2.6 Audax Altitude Awards (AAA): the aim of the AAA is to encourage participation in hilly events. Full details of the AAA scheme are listed on the AUK Website.

13.2.7 Fixed Wheel Challenge (FWC): the aim of the FWC is to encourage participation on fixed wheel cycles. Full details of the FWC scheme are listed on the AUK Website.

13.2.8 The Randonnée Organiser Award (ROA) series marks organising achievement of individual Organisers according to the cumulative total distance of kilometres organised in BP, BR, BRM or RM events in the AUK Calendar. The standard distances will be used in the calculations. Organisers have the right to have their ROA level indicated alongside their events in the Calendar.

(i) ROA 1000 kilometres organised in AUK Calendar events, over any period of time.

(ii) ROA 2000 kilometres organised in AUK Calendar events, over any period of time.

(iii) ROA 3000 kilometres organised in AUK Calendar events, over any period of time.

(iv) ROA 4000 kilometres organised in AUK Calendar events, over any period of time.

(iv) ROA 5000 kilometres organised in AUK Calendar events, over any period of time.

(v) ROA 10000 kilometres organised in AUK Calendar events, over any period of time.

(vi) ROA 25000 kilometres organised in AUK Calendar events, over any period of time.

6. [Proposal - Sundry amendments to AUK Regulations & Appendices](#)

Proposer: John Hamilton, Events Secretary, on behalf of the AUK Board, Seconder: Paul Stewart, Secretary

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

Proposal: Amend AUK regulations and appendices to read as below:

Reg 6. Publications

6.1 AUK publishes a calendar of events.

Apx 6. Publications

6.1 AUK official publications include a yearly Organisers Handbook, magazine Arrivée and the AUK website.

Comment: Remove reference to handbook as obsolete, and to website URL which may change.

Apx 7.3.1 Additional Event Classifications:

(iii) Grimpeurs (G) and Super Grimpeurs (SG) are hilly events with points awarded under the Audax Altitude Award. See the AAA page of the AUK website for details.

Comment: Remove reference to handbook as obsolete.

Apx 9.5 Insurance

Apx 9.5.1 Rider Insurance:

(i) All AUK members, including temporary members, who are normally resident in the UK, are provided with private 3rd party insurance while participating in AUK registered events.

(ii) Non-UK residents must arrange suitable insurance cover.

Apx 9.5.2 Organisers and Officials Insurance: AUK has **public liability and employer's liability insurance** for organisers (and their helpers) of events registered with AUK and for members acting in a voluntary capacity for AUK as directors, officials, committee members or delegates.

Comment: rationalise prose as detail statement of insurance cover is presented on the insurance page of the AUK website

Proof of passage

9.8.1 Acceptable proof of passage requires independent evidence of time, date and control location. Acceptable forms include:

(i) A timed signature of a controller designated by the event organiser

(ii) A stamp, sticker or other distinct mark provided by the event organiser or a controller

(iii) A printed receipt, with time, date and control location e.g. from a cash register or ATM

(iv) Other forms may be designated by the organiser, provided they are acceptable to AUK.

(v) Where a rider is unable to obtain proof of passage, an alternative form may be accepted at the organiser's discretion

Comment: the current (iv) is expanded to (iv) and (v) to clarify the organiser may specify different types of proof of passage with the agreement of AUK and may optionally accept other proofs under exceptional circumstances, i.e. "the only cash machine in the village is out of service at 2am" scenario.

Agenda for the Audax UK Long Distance Cyclists' Association AGM 2014

To be held at the Yarnfield Park Training and Conference Centre nr Stone, Staffordshire
On 15th November 2014 commencing at 2:00pm

- 1) TO RECORD THE NAMES OF THOSE PRESENT AT THIS MEETING.
- 2) TO RECORD APOLOGIES FOR ABSENCE.
- 3) TO APPROVE THE MINUTES OF THE LAST AGM as a true record of that meeting.

(The minutes were published in *Arrivée, Winter 2014 Edition 123* and are on the AUK website.)
- 4) MATTERS ARISING from the last meeting.
- 5) TO APPROVE THE **DIRECTORS' REPORTS.**
- 6) TO APPROVE THE ANNUAL ACCOUNTS AND **TREASURER'S RECOMMENDATIONS.**
- 8) TO CONSIDER SPECIAL RESOLUTIONS
 - 1) Proposal - To amend Articles 1, 5, 9 & 14 of the AUK Articles.
 - 2) Proposal - To amend Article 7.6 of the AUK Articles.
 - 3) Proposal - Sundry amendments to AUK Articles
 - 4) Proposal – To amend AUK Regulations & Appendices to allow EAPC on Brevet Populaire events
 - 5) Proposal – To amend AUK Regulations & Appendices regarding Awards and Trophies
 - 6) Proposal - Sundry amendments to AUK Regulations & Appendices
- 9) ELECTION OF DIRECTORS
- 10) DATE AND VENUE OF NEXT MEETING
- 11) CLOSE OF MEETING

Nominations For Director

1) CHAIR

Chris Crossland AUK2964: Proposer, Danial Webb AUK5263; Seconder Dave Atkinson AUK2620

My cycling experience includes touring, riding to/for work, club riding, audax etc. In audax, five PBP's; two LEL's; Ultra Randonneur; Brevet 25000, experienced organiser (ROA 25000), and one year as AUK Chair. Committee experience also includes twenty years chairing trade union branches and Chair/Secretary of Joint Trade Unions Committees within NHS organisations; similar committee involvement with cycling (Chair /President /Secretary of two CTC member groups); twenty-five years in local football administration (twelve years as League Secretary). My continuing objectives as Chair are to: make AUK more focussed, improve governance, widen participation in decision-making, and enhance rider/volunteer experience.

2) SECRETARY

Paul Stewart AUK4488: Proposer, Liam Fitzpatrick AUK7100; Seconder, Francis Cooke AUK915

I joined AUK in 2004 and began organising Calendar events in 2007 to repay my SFW, R10K and PBP badges. I joined the Board as Secretary in 2013 with the goal of improving communications between the AUK Board and Membership, and to help promote Audax as a popular and accessible form of cycle sport. This year I have overseen the introduction of the AUK forum, the review by AUK members of resolutions prior to submission to the AGM and postal voting, enabling members not attending the AGM to cast their vote. My professional background is in IT and Project Management.

3) PERMANENT EVENTS DIRECTOR

John Ward AUK826: Proposer, Margaret Phillpotts AUK1070; Seconder, Tom Elkins AUK8230

SR and PBP Ancien, I have organised AUK events from 50km to 1,000km, including the New Forest Permanent and Calendar Events for 11 years. As Permanents Secretary since 2005 I have seen a steady increase in the number of Permanents, the introduction of DIY and ECE events, GPS DIYs and Virtual Brevets. Lots more still to do with the **introduction of new AUK website and “back-office”**. I am also a committee member of CTC Wessex Cycling and the organiser of the Lymington Tuesday Cycling. Outside cycling I am the Chair of the New Forest Association.

4) DIRECTOR AND MEMBERSHIP SECRETARY

Mike Wigley AUK6480: Proposer, Peter Lewis AUK7916; Seconder, Sheila Simpson AUK207

I have been an Audax member for 23 years and in **that time I’ve ridden 663 events and achieved status** as a Randonneur, a Super Randonneur, and a Randonneur Round the Year. I completed LEL in 2013 and my main focus is currently on my first (and last!) PBP in 2015. I have organised Calendar events at 50-**600km as well as a series of popular Permanents**. I’ve been Membership Secretary since 2010, and was previously an Enrolments Delegate 2003-2009.

5) EVENTS SERVICES DIRECTOR

Peter Lewis AUK7916: Proposer, Keith Harrison AUK263; Seconder, Matthew Chambers AUK7300

I have been an enthusiastic member of AUK since 2010, helping with events and completing RRTY(2), SR(3) and LEL. Elected AUK Recorder in 2013, I have gained insight into the complexities of AUK’s Events Validation and Recording system and relationship with ACP (I am bilingual with French as my other language). I hope to use this along with my professional skills and experience on international standards committees to serve AUK in the new & wider role of Event Services Director as we move into what I believe will be one of the busiest years in **AUK’s history**.

6) PUBLICITY AND PUBLICATIONS DIRECTOR

Danial Web AUK5263: Proposer, Denise Hughes AUK6710; Seconder, Sheila Simpson AUK207

I have been a member of Audax UK since 2005, and a **board member on and off since 2008**. I’ve organised countless hilly events, as well as London Edinburgh London in 2013.

I have really enjoyed my year as publicity officer and **I’m very keen to continue this work**. I would like to **build on the work I’ve done to smarten up our image**, and apply this work to our new website. I plan to continue to build the team that will edit both the website as Arrivée, as well working with other members to publicise what we do.

7) CALENDAR EVENTS DIRECTOR

Martin Foley AUK3207: Proposer, Alex Pattison AUK4344; Seconder, Martyn Peggie AUK8533

I rode my first AUK event in July 2003. Since then I have ridden 8 SR series as well as organising calendar events at BP, BR and BRM category and a number of Permanent rides. I am currently the DIY Perm organiser for Scotland. I have worked in the dental and bicycle trade and have many years experience of managing and running my own small business. If elected I would seek to provide support for organisers of all AUK calendar events and the development of AUK strategic planning.

Tim Sollesse AUK6069: Proposer, Pat Hurt AUK6700; Seconder, Ian Hennessey AUK2294

AUK Member and PBP Ancien, AUK & ACP Brevet5000, mentored by Rocco Richardson, AC Hackney Team Fleche captain, CTC Miglia Milla champion and organizer of JOGLE rides. I am the **organiser of the ‘Steamride’ AUK events which use** manned controls, website and facebook to attract new AUK members, and am planning Raids & 1000km and London - Land’s End - London (Triple L). As Event Secretary I would implement AUK strategy and embrace Strava like county/region Award/Challenge tables. My professional background is in IT (Business Intelligence) systems with large companies. My goal is for more happy active members.

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