

Audax UK Long Distance Cyclists' Association

Minutes of the Annual General Meeting 2016/17

Held at Room 101, The Library of Birmingham, Birmingham on 10 February 2018 at 12.00pm

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

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

Board Members Attending: Chris Crossland (Chair), Graeme Provan (Secretary), John Ward (Permanent Events Secretary), Peter Lewis (Events Services Director), Mike Wigley (Membership Secretary and Returning Officer), Martin Foley (Calendar Events Secretary), John Sabine (Non-Executive Director)

Other Members attending: Caroline Fenton, Miranda Smith, Nigel Armstrong, Oliver Iles, Mike Lane, Nick Wilkinson, Peter Davis, Julian Dyson, Allan Taylor, Otto Reinders, Steve Bateman, Richard Jennings

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:

Roland Masset 2017 PBP ancien (3)

Tim Wainwright 2017 Arrivee editor, PBP ancien (3), Ultra Randonneur, Brevet 5000

Mike Hall 2017 multiple ultra long distance Race champion and guest of honour/speaker at the AUK Reunion 2016

Dave Pitman 2016

John Gibb 2017

David Jones 2017 former Organiser from Merthyr

Eric Brownbill 2017

Douglas Williams 2017

Keith Miller 2017

Alex Wallace 2017

and Geoff Cleaver AUK Regional events delegate, event organiser Feb 2018

The Chair noted that this was the second time the AGM had been held separately from the Reunion. Nick Wilkinson noted that the attendance was lower than it had been at the Reunion AGMs. The Chair felt this was balanced by the increased participation overall via the online voting site. JS felt it was less polarising to have an open session at the Reunion followed by a separate AGM.

The Chair explained that he was holding several hundred proxy votes where he was obliged 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, while he could be reasonably expected to align his opinions to the Board view on any question, he would listen to any debate before exercising those discretionary votes for the good of Audax UK.

2) TO RECORD APOLOGIES FOR ABSENCE.

Apologies had been received from: Anne Benton, Keith Benton, Jennifer Crossland and Dave Minter.

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

Proposed: Martin Foley

Seconded: Peter Lewis

Against - 0

For – 507

Approved

4) MATTERS ARISING from the last meeting.

None

5) TO APPROVE THE ANNUAL REPORT.

A number of minor typos were pointed out by those present.

Nick Wilkinson asked about progress on the new website. Richard Jennings gave a brief report and explained the process that had been used to select the project supplier.

Nick Wilkinson expressed concern about the planning for the user experience. John Sabine explained that a number of profiles had been created to assess the user experience.

Nick Wilkinson queried why Wales was not treated as a separate region within Audax UK. Martin Foley explained that Wales was included within the South West and that this was based on the number of regional delegates around the country.

Nick Wilkinson asked if it was possible to add “Wales” to the name of the region.

Mike Lane asked about identifying the regions that rides go through. Martin Foley confirmed that the new website will have additional functionality allowing users to search intermediate controls which will help to identify regions.

Nick Wilkinson expressed concern that the rise of ECE and DIY could detract from the classic well-crafted Permanent routes.

John Ward recognised that DIYs have grown hugely and agreed it made sense to dig more deeply into the composite figures. Nick Wilkinson believes that DIY is not really audax.

Peter Lewis noted the new website should help with the visibility of Perms.

Proposed – John Ward

Seconded – Julian Dyson

Against - 0

For – 509

6) TO APPROVE THE ANNUAL ACCOUNTS AND TREASURER'S RECOMMENDATIONS

The Chair presented the Accounts and Report to the meeting.

Nick Wilkinson asked about the contribution made by non-members. He referred to the accounts and stated that by his calculation we would be worse off if the non-members all joined.

Nigel Armstrong noted that non-member revenue is subject to corporation tax as a commercial activity.

Peter Lewis explained the historical position that had led to the creation of the charge for non-member riders. He also explained that the new website should have an option to be a registered user as well as distinct from a member.

Martin Foley noted that non-member rider numbers reduced very sharply for rides of 200k and above.

Nick Wilkinson asked what steps were being taken to encourage non-members to join. Mike Wigley explained that currently there was no specific method of capturing non-member data centrally. Hopefully the new website would assist.

Oliver Iles noted that the strategy document refers to promotional materials being made available to organisers to assist with converting riders to members.

John Ward believed that AUK may be as interested or more in increasing participation in Audax as it was in increasing its membership.

Nick Wilkinson asked about budgeted costs for the new website.

Richard Jennings stated that a maintenance budget of 20% of cost had been budgeted. This would be a significant cost but the actual amount will depend on what is ultimately developed.

Chris Crossland explained that Audax UK was still largely run by volunteers but that certain functions will increasingly need to be carried out by paid workers in order to cope with the scale of the organisation.

Peter Lewis noted there was some scope to increase revenue without too much pain as charges had not been increased for some years.

Proposed: Martin Foley

Seconded: Allan Taylor

For 510

Against 0

7) TO CONSIDER RESOLUTIONS

Mike Wigley, as returning officer, explained that he had a record of all directed proxy votes and would manage these on behalf of the proxies (including the Chair) by adding them 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 requirements, save for the resolution to approve the new articles of association, which required a special resolution passed by at least 75% of those voting. There would be an opportunity to ask questions of the proposer of each resolution but thereafter, as this would not be discussion in committee, any debate would follow the custom and practice of AUK AGM's and generally accepted rules of debate. Each member would be able to speak once on each proposal, with the exception of proposers who would be afforded the right of reply to a debate. Members would retain the right to make points of order, information, and explanation.

Resolution1: To delete Regulation 9.9.4 in its entirety, and to renumber the subsequent sections.

Peter Lewis introduced the resolution and explained that 9.9.4 was redundant as 9.9.2 and 9.9.5 already covered everything and allowed flexibility for organisers.

For 333

Against 36

Resolution passed

Resolution 2: To delete the Appendix to Regulation 9.9.2 and to amend the wording of Regulation 9.9.2

Nick Wilkinson supported the proposal believing that it matched the way riders now want to ride.

Peter Lewis speaking against the proposal, did not feel that it fitted all events.

Nick Wilkinson thought it was a non-issue as he had never been asked for support for a rider.

For 335

Against 36

Resolution passed

Resolution 3: To ratify the following change made to the Appendices by the Board of Audax UK since the last AGM as further amended:

Insert new Appendix at 7.3.1(i):

John Sabine explained that it was appropriate for Audax UK to adopt this in line with existing schemes elsewhere. We already have one organiser in the UK who wants to organise such events.

For 504

Against 6

Resolution passed

Resolution 4: To ratify the following change made to the Appendices by the Board of Audax UK since the last AGM and to make further consequential amendments:

Insert new Appendix at 7.3.1(j)

Peter Lewis asked about distance points for UAF events, given the wording.

Chris Crossland confirmed they would be available for UAF events of randonneur distances conducted within randonneur time limits.

For 519

Against 10

Resolution passed

Resolution 5: To ratify the following change made to the Appendices by the Board of Audax UK since the last AGM:

Insert new Appendix at 13.2.5(i) and renumber the following subsections.

Martin Foley explained the idea had come from the mother of a 10 year old member – he had ridden 3 x 50k then realised there was no award. The Board had agreed there should be one.

Nick Wilkinson noted there were not that many 50k events on the calendar.

Martin Foley explained that DIYs were allowed.

For 503

Against 6

Resolution passed

Resolution 6: That the regulations contained in the document produced to the meeting, be and are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

Graeme Provan explained that there had been a need to modernise the Articles to take account of the 2006 Companies Act. The new Articles were consistent in meaning with the previous Articles.

Peter Lewis noted that he had spent some time comparing the two and looking at the Model Articles and was happy that they did not change the current meaning.

For 513

Against 2

Mike Wigley confirmed that over 75% of those voting had voted in favour.

Resolution passed

8. Election of Directors

1: Chairman

Graeme Provan took the chair

No questions from the floor

For 491

Against 9

Chris Crossland was duly elected and resumed the chair

2: Finance Director

No nominees.

3: Membership Secretary

There were three nominees. It was noted that Electoral Reform Services had advised that the Chair had no discretionary votes to exercise on this matter.

Each of the proposers spoke in favour of their candidate.

Mike Wigley thanked the three excellent candidates for putting themselves forward.

Caroline Fenton – 260

Oliver Iles – 88

Allan Taylor – 61

Caroline Fenton was duly elected

4: Calendar Events Secretary.

No questions from the floor

For 501

Against 9

Martin Foley was duly elected

5. Non-Executive Directors (2 positions)

There was one nominee for the two positions.

Position 1:- John Sabine

No questions from the floor

For 504

Against 6

John Sabine was duly elected

Position 2:- no nominee

Chris Crossland noted there was also a current vacancy for the post of Communications Director.

9. Date and venue of next meeting:

To be agreed but likely to be Birmingham in February 2019.

10 Close

The Chair thanked everyone for attending and thanked the board, delegates, organisers and everyone else who had contributed to AUK for their hard work. He particularly noted the contribution made by the IT delegates who were working hard with little recognition, whether on aukweb or the new website development.

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