

## Minutes of the 37<sup>th</sup> Audax UK AGM

Held at the Holiday Inn Hotel, York on 16<sup>th</sup> November 2013.

The meeting started at 14:11 with the chairman prefacing the official business of the meeting by listing the Auks who had passed on during the year; these were David Lewis: former AUK points Champion, Bob Kynaston: organiser of CTC Tourist Competition, Jack Eason: former AUK points Champion and Randonneur of the Millennium, Martin Scott, Geoff Findon, former Organiser of Lincolnshire Wolds, Charles Comport: former Organiser of Windmill Ride, Alexander Duncan, George Scott, Peter Land and Arthur Comer. A short silence in respect of their memory followed after which John Radford was mentioned as an Auk involved in a Road Traffic incident on his way back from LEL and was on a long road of recovery.

- 1) The names and membership details were recorded on entry to the meeting.
- 2) The secretary advised having received apologies for absence from Peter Baker, Henry Bye, Becky Burns, Mary Doyle, Jim Hopper, Alex & Ali Pattison & Sheila Simpson and Darryl Whittle. Mike Kelly's name was added from the floor.
- 3) Approval of the Minutes of the previous AGM was proposed by Simon Gent and seconded by Lucy McTaggart.
- 4) MATTERS ARISING: Dave Minter queried the validity of the previous AGM. IH agreed the notification had been late, but as no-one had been inconvenienced or disenfranchised by it, nor any objection received felt it should stand. Peter Lewis asked about the proposed meeting to ratify it. IH replied in view of the trivial nature of the infringement, a General Meeting was not considered cost effective.
- 5) DIRECTORS' REPORTS: Pam Pilbeam reported having produced just under 19,000 Brevets during the season, (except LEL) with most organisers being punctual and ordering by e-mail. The new matt Brevet cards are not popular and future stock will revert to the gloss finish. She has decided to retire after 17 years of card production and is happy that Tony Greenwood has volunteered to take the job on. She thanked him and then all the organisers she had worked with. After her report a formal vote of thanks was proposed for her many years of service. Chris Crossland requested a more accurate description in John Hamilton's mention of the "Three Coasts" from "camping at the start" to "three nights' accommodation." Acceptance of all the Directors' reports en bloc (including this change) was proposed by Lara Day, seconded by Julian Dyson and approved unanimously.
- 5a) ANNUAL ACCOUNTS: The Treasurer mentioned a new set of accounts had been provided because of a carry -forward discrepancy on the balance sheet rather than the actual accounts and confirmed to the Chair the corrected version was the one available at the meeting. Roger Cortis queried why the ACP Reserves had reduced from £4,000 to £1,750. Linda replied it was a balancing item as previously explained by e-mail, adding that the only required item was the commuted figure to ensure we had enough funds for pre-paid subscriptions. He also queried why we were not paying Corporation Tax on temporary membership subscriptions. Linda replied that would be the case next year which Roger felt should be shown as a future liability. Andrew Mann queried the cost of a full audit. Linda replied that it would be approximately £2,000 and was not necessary, but they were checked by a qualified accountant. The chair confirmed there was no requirement for them to be signed off by a qualified accountant, but the accounts were prepared by the duly

elected Treasurer assisted by a qualified accountant with an informal audit at the end of the year. He reminded the meeting that all officials were volunteers rather than professionals with constraints on their time, but would seek professional advice as needed (as Linda had, in fact, done and accepted their recommendations.) Mike McGeever suggested the Treasurer and dissatisfied parties confer, though it transpired the meeting could only approve or reject the accounts, and if the latter situation occurred, then consultation should take place. Acceptance of the accounts which was proposed by Gerry Boswell and seconded by Sonya Crawford was carried by 52 votes to 38. The chair advised, subject to the Treasurer's agreement that the club would consult with its accountants and Roger Cortis to resolve any differences.

5b) TREASURER'S RECOMMENDATIONS: Roger Cortis asked what the size of the likely surplus would be; Linda thought it would be between £25 - £30,000. Acceptance of the recommendations was proposed by Lucy McTaggart, seconded by Mel Kirkland and approved unanimously.

6) PROPOSAL: Ian Hennessey clarified this motion was being proposed by him on behalf of the Board. Peter Lewis could not see the final arbiter on RM events was ACP. John Hamilton confirmed they would be revisited sometime in the future. PL then wondered why standard distances had been moved to an Appendix. JH advised the Regulation was that "any distance over 200km may be offered" and that the Appendix gave additional detail. Again PL wondered why the requirement to obey the rules of the road was an Appendix. Peter Coulson commented that laws of the land should not be in our Regs and JH added we did not want items there which we outside our control. Francis Cooke explained as a party to the revision the aim was to reduce the Regulations as far as possible, with explanations provided by the Appendices. Graham Holdsworth queried whether the bar on riding another event simultaneously with an Audax event contradicted the ability to gain points from a 24 hr Time Trial. IH explained that such Time Trials were recognised as Audax events. JH added it was to prevent riders claiming for shorter events within a longer entered event. Dave Minter said the rule would prevent riders on a cyclo-sportive event claiming it as a DIY Perm. IH agreed that was both the case and the intention. DM then maintained the acceptable proofs of passage in Appendix 9.8.1 did not include the original proof – a locally sourced stamp. JH replied the organiser specified a place and would likely be completely uninterested in an alternative in the correct location. DM then was concerned that organiser agreement was seemingly required for personal support at controls. JH confirmed that previously no personal support had been permitted, but it had changed for LEL. DM complained that it was possible to accept or reject the changes as a package with no possibility of amending individual items. IH agreed this was a problem as it was impossible to make substantive changes at an AGM without prior consultation. Louise Rigby wondered if she should receive personal support on her husband's events and if she could use proofs of passage other than ATMs, which she disliked, on a Perm. JH advised she was receiving the same support on her husband's events as every other rider and the relationship was immaterial. He was perfectly happy for her to use alternative proofs acceptable to the organiser. Keith Benton wondered how such a change in the allowable support would be policed. JH agreed it was impossible to do and IH added that as with much other in AUK, it was based on trust and honesty. Aidan Hedley opined as an organiser that the problem was being overstated with a lot of help available from other riders to anyone in difficulties. Edwin Hargraves admitted to stopping off at home for rest on occasion. Joe Applegarth suggested leaving the regulations unchanged just for the sake of a single event. Heather Swift noted that Appendix 9.9.2 permitted riders to stop anywhere. Robert Webb proposed voting on the proposal, seconded by Simon Proven. The result then approved the proposal with 69 members in favour and 8 against.

7) PROPOSAL: Chris Crossland spoke in favour of his proposal allowing discussion of AGM motions before the meeting to avoid any need for amendments at that time, whilst allowing more members to contribute. Francis Cooke considered it a big, albeit, imperfect advance which would require subsequent amendment. He queried how easy it was to change an Article. RP advised it needed a vote at a GM achieving a ¾ majority, advising Companies House of the change. Paul Stewart offered strong support for the proposal. Marcus Jackson-Baker suggested floating dates, but CC advised the fixed dates were to meet Arrivé deadlines. Heather Swift queried whether notification to the membership would be restricted to a single medium and was advised that would not necessarily be so, although the final Agenda probably would be mailed. David Matthews noted the website was publicly available and wondered whether the AGM part would be limited to members. This appears to be possible. Rob Webb asked why the statement supporting an amendment was restricted to 100 words and CC replied that was unchanged from the current Article. There were 90 members in favour of the proposal with none against, so it was duly carried.

8) PROPOSAL: IH said there was no compulsion to widen the franchise although in view of the size of the Club, the approximately 100 members present were only a tiny minority of the membership of about 5,500 and the current situation was untenable. We are proposing to investigate the alternative ways to be more inclusive, which may carry a cost over the years and there are many pros and cons to be considered and we are seeking authority to research the possibilities before returning with a concrete proposal. Andy Clarkson believed that votes cast at the actual meeting could be swamped by proxy votes and would likely not attend in future. He considered it would neither solve any problems nor confer any benefits. IH replied that a vast majority of the membership had no effective say in the running of the Club. Lara Day felt it was not true that anyone could attend the AGM because of other commitments or cost issues. Billy Weir pointed out this was just an enabling motion. Heather Swift wondered whether the problem of a tiny unrepresentative proportion of voters at an AGM might be still worse at an EGM. Jon Ward replied agreeing that an EGM would be a compromise, but it was an attempt to speed up the otherwise time-consuming process and that many of the current meeting would also attend an EGM. Roger Cortis suggested a dialogue to keep the members informed and IH agreed that was contained in JW's answer. Aidan Hedley suggested restricting such correspondence to a private forum, which might differ from a public one. Dave Minter was strongly in favour, citing his Audax credentials, but was concerned that his influence was limited to a single occasion. Mike Saddler contrasted his position as a Life Member who had not ridden an event this season to a hypothetical 100 point rider absent from the meeting who would have no influence and considered that unfair. Chris Bolton pointed out it was a provision in the Companies Act and was common practice in most organisations. Rod Dalitz was in favour of a broader representation, but felt an EGM would be unrepresentative. IH hoped that problem would be overcome by prior consultation. The motion was carried with 79 votes in favour and 15 against.

9) PROPOSAL: IH clarified he was proposing this motion on behalf of the Board. It was to separate job titles from Directorships to allow people with specific experience to sit on the Board. Francis Cooke was in favour of the proposal, noting that some officials would prefer not to be Directors. In his own instance, he had stepped down from the post of Systems Manager as his partner was also on the AUK Board and he felt that two Directors in a single household was undesirable. Arabella Maude wondered if the meeting was still voting for Directors. IH confirmed the voting for Directors would take place and there would be advertisements for delegates as

needed. Paul Stewart was concerned that while there was a feeling the governance needed to change, comparable clubs tended to have people appointed to particular roles. He felt it was a big change and the club had no new model to support it and for this reason amongst others suggested the Board be instructed to consider it and return with a fully-formed proposal at the next AGM. Simon Gent favoured the motion because the decision was not postponed until another meeting. Billy Weir opposed the motion as he felt a particular job function to be a Director. IH commented it was only restricting the requirement to match roles to Board seats, not insisting on it. David Matthews was happy for the Board to co-opt additional expertise as required, but did not want the additional unelected people to be Directors. Roger Cortis summarised by saying that not all members of the current large Board wished to be Directors and the club was moving to a more common company situation, with this motion enabling, rather than requiring change. The motion was carried with 79 votes in favour and 10 against.

10) PROPOSAL: Rod Dalitz spoke for the motion to merge the two clubs, giving a brief history of OCD which was now struggling and its quarterly magazine was now produced on a spasmodic basis. He drew parallels between the AAA part of AUK and OCD and detailed the basis of the merger. Damon Peacock asked if OCD rides could double as Audax events. RD replied that they could not as there was no verification procedure. Marcus Jackson-Baker enquired amid some laughter whether there were any badges. RD replied there were membership lapel pins, grades for climbing achievements and an A4 certificate. Francis Cooke was very much in favour, though concerned in case AUK delegates were not happy to undertake the additional work. He was also concerned that AUK should support OCD, retaining its individual identity. IH confirmed the intention was to retain the unique identity of OCD within AUK. Pete Coates advised there was unlikely to be a systems problem incorporating the additional data and he would liaise with Nigel Hall as his likely successor. The proposal was approved with 90 votes in favour and 2 against.

11) PROPOSAL: Ian Oliver spoke for the proposal saying that yacf had evolved into the informal forum for discussion of Audax matters which, he felt, as a public forum was inappropriate and that AUK should have a members only forum. IH queried whether such a forum would stop such discussions on yacf and IO agreed there was no guarantee of that. Rob Webb, citing his 18 years experience of setting such forums up, said there needed to be a critical mass to work. He was surprised this subject was being discussed at an AGM and suggested the Systems Manager be asked to set one up for it to work (or not.) Pete Coates agreed it was an easy thing to set up, though he did not subscribe to yacf as he considered it boring. He suggested that as a private forum it would need moderation. IH mentioned such a forum already existed for Board use, largely as an experiment, which could be extended to the full membership. Mike Wigley, as Membership Secretary, was in favour but did not want the Board to be continuously answerable to the forum though he would be happy to participate. Mike McGeever felt it was a long overdue move; that Audax business belonged to an Audax site and he disliked the anonymity of yacf. The proposal was approved with 94 votes in favour and none against.

12) PROPOSAL: Richard Phipps advised an error on the printed Agenda which specified Liam FitzPatrick as the seconder of the motion rather than Peter Lewis. Ian Oliver spoke for the proposal saying to ease communication and allow the Internet as an additional medium. As there were no comments from the floor, Peter Lewis then thanked IO for improving the original submission. The proposal was approved with 86 votes in favour and none against. Mike Wigley reminded members to check their e-mail addresses were up to date

13) ELECTION OF DIRECTORS: IH stood aside as his position was a contested one, handing over to John Ward, having checked there were no objections to this procedure. JW outlined the intended sequence, and then Peter Marshall spoke in support of Ian Hennessey, as an effective, diplomatic chairman who had overseen the evolution of AUK and would be a stabilising influence. Danial Webb then spoke in support of Chris Crossland. He was concerned that the strategic plan had not been implemented to increase the numbers of riders on longer events while the cash balances were steadily increasing. He thought that Chris had the right personal attributes for the role and had pledged to introduce a coherent strategy. DW offered a choice between a continuation of previous practice or taking a chance to make the most of a golden period of cycling. Robert Webb asked CC how he would run these meetings. He replied they would be more efficient and quicker having been better prepared. Simon Proven summed up echoing PM's comments praising his experience and pragmatic diplomacy. He felt the Board had shown a willingness to modernise and that IH was a strong chairman. Chris Bolton, seconding CC's candidacy, again agreed with DW, but was concerned we were not making the most of the current cycling climate. He praised CC's leadership in CTC committees and elsewhere describing him as a well-qualified person. The results of the ballot were 73 votes in favour of Chris Crossland, 34 for Ian Hennessey with 2 spoilt and Chris Crossland was duly declared the elected chairman for the coming year.

Francis Cooke spoke in support of IH as LRM/ACP Correspondant pointing out the new Board was likely to consist of 6 old and 6 new members, the latter keen to make changes, so he wanted to maintain continuity amidst the change. He felt IH as the current *correspondant* was well versed in balancing the wishes of both clubs. Arabella Maude queried what language capabilities were required. IH replied that nearly all the LRM negotiations were conducted in pidgin English. He had a basic knowledge of French and could make himself understood, but as an international organisation, most of the discussions were in English with some translations. The last meeting he had attended had been in 2011 when AUK managed to avoid the French and German proposal for compulsory verification of 1200km and longer events. They also managed to remove the requirement (against French wishes) to distribute badges to finishers on all 1200s. Roger Cortis spoke to support Judith Swallow, mentioning the role had changed greatly and required many overseas contacts, which she had. She was also a fluent French speaker. Arabella Maude asked the same question to JS who replied she had worked for Americans, French and Belgians as an international PA and had acted as translator for her boss as well as communicating in English with several nationalities. Rob Webb asked if she would try to change AUK's relationship with LRM and if so, how. She replied that she wanted to represent AUK and keep its interests alive, ensuring its riders were subject to the same rules as other Randonneurs. Anne Learmonth as seconder for IH endorsed Francis' comments and Chris Crossland speaking for JH said she was determined and stubborn enough to complete her chosen course. The results of the ballot were 61 votes in favour of Judith Swallow, 44 for Ian Hennessey with 1 spoilt and Judith Swallow was duly declared the elected ACP/LRM *correspondant* for the coming year.

As Allan Taylor had withdrawn from the position of Recorder, on a show of hands, Peter Lewis was declared Recorder unopposed.

The meeting was happy to vote the uncontested roles en bloc, and after JW had read the list of names and their job titles, they were all voted in unanimously.

14) DATE & PLACE OF NEXT AGM: Pam Pilbeam advised she was looking at other Holiday Inns in the middle of the country, as she had got a good price on this occasion and was intending to use that as a bargaining tool in the hope they would match it. George Hanna wanted to know where in the Midlands so Pam mentioned Telford or similar as a good base for a cycle ride. Lindsay Clayton complained the cost of such a venue disenfranchised those finding it prohibitively high and offered to organise the event next year. Pam accepted the offer and pointed out that previous venues had been Youth Hostels and the Racecourse Centre which were cheap, but led to a dramatic drop in numbers and this was the best attendance for some time. An alternative for the Board to consider, she suggested, was to separate the AGM from the Dinner and Prize giving. Mike McGeever suggested fixing the time now for the AGM in view of different previously advertised times and Richard Phipps countered that the Agenda should be fixed first.

Edwin Hargraves, deputising for an indisposed Jim Hopper proposed a vote of thanks to the retiring committee, particularly Pam Pilbeam and Ian Hennessey. Lucy McTaggart also read a letter from EI Supremo thanking the Board for their hard work during the year, and in particular Pam Pilbeam for her 17 years of Brevet card production and Richard Phipps for his seven years as Secretary.

Keith Benton announced he had a small supply of LRM badges if any LEL anciens wanted one in addition to the event badge.

15) The Meeting closed at 17:10.

6) Sheila Simpson introduced the proposal to adopt the revised Regulations and Appendices (which replaced Guidelines) as printed in Arrivée 118 saying that many alterations were needed and without overall revision, the existing Regulations and Guidelines were no longer fitted to our current activities and possible future requirements. A particular concern was they imposed on the Board duties outside its control. Accordingly a sub-committee was set up to devise a new structure with the aims of simplifying and generalising the Regulations. Appendices would typically be numbered to link with the Regulation which they supported. While Regulations could only be amended at an AGM, Appendices could be amended by the Board mid-term, with such amendment being subject to ratification at the following AGM.

9) Pam Pilbeam suggested the next AGM & Reunion weekend be held on the same weekend in the year (15 – 17<sup>th</sup> Nov 2013) asking for suggested venues. York was mentioned (though the Racecourse Centre is now in the process of being redeveloped.) Peterborough and Coventry were mentioned as well as Cambridge despite subsequent price concerns. Edwin Hargraves was happy with the current venue while Danial advocated Scotland. A straw poll of the alternatives was held

(with its attendant concerns) after the Chairman had reminded everyone the result would not be binding.

10) The meeting closed at 15:33