



Annual Reports, Accounts and Agenda for AGM 2016/17

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Your Vote

This year's AGM is the fourth that members not able to attend the AGM will be able to cast votes on business determined there using our online voting site. If you are not coming to the AGM, 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. Most of you will have received these papers by email from Electoral Reform Services, who are helping us with the voting process. You can cast your proxy votes online using the voting website until 23.59 on the 8th of February and thereafter by notifying the General Secretary of your proxy appointment at any time prior to the commencement of the AGM.

For members wanting to get more information about Board discussions and the papers that inform our decisions, minutes and papers are available on the "Official" section of the AUK website for all to see. There is also related discussion on the AUK online forum at forum.audax.uk

If you would like to attend the AGM it is taking place at 12pm on the 10th February 2018 in Room 101 in the Library of Birmingham. If possible, can you let the General Secretary know that you will be there so that we can make sufficient catering arrangements.

1 Annual Report 2016-2017

Audax UK is the long distance cycling association for the UK, and is the regulating body for cycling events held under the rules developed by Audax Club Parisien and developed further by Audax UK itself. It is, at the same time, a membership club for cyclists enthused by the concept of long distance riding.

Audax UK is a company limited by guarantee under UK company law, run by a Board of Directors elected by and from the membership at the Annual General Meeting. The Directors report back to the membership at the AGM and this is their report for 2016-17.

Summary

While patterns of AUK activity traditionally varied according to the occurrence of PBP year, and more recently the occurrence of LEL year, there are encouraging signs that activity overall continues to increase regardless of these. In 2016-17 there were

- 537 organised Audax UK calendar events; a very slight decrease on last year's 542;
- 458 riders achieving a Super Randonneur series of rides;
- 6373 Permanent rides completed, a 26% increase on the previous year's 5067;
- another increase in membership, which had reached around 7,750 at December 2017;
- another excellent, well-supported National 400 event, organised by John Hamilton and his experienced CTC Shropshire team;
- an exceptional London-Edinburgh-London 1400 km event delivered by Danial Webb, Roger Cortis, Phil Whitehurst and an immense team of controllers and volunteers who together supported about 1420 starters in their quest to finish against all the odds.

During the year the Board has:

- worked to introduce policies that will enable us to consider a successful application for National Governing Body status covering Randonneur cycling and thus protect our current position;
- continued to support development of computer software to determine routing and altitude gain.
- continued to use the AUK Strategy for up to 2020

(available to view on the website) as an integral part of its business, and set aside time for discussion on future developments;

- continued the essential, on-going background work of guiding organisers and members on the regulations, and acting as adjudicator on disputes;
- continued to review the levels of honoraria paid to directors and delegates to try and ensure that the system operates fairly, both to the delegates and directors receiving recognition of their work and in the interests of Audax UK itself;
- worked to modernise, update and improve the content as well as the look and feel of the club magazine ARRIVEE, in order to maintain its depiction of long distance cycling and provision of information about it;
- continued to work with and support LEL Ltd. in order to facilitate the running of the UK's flagship event, London-Edinburgh-London, while at the same time protecting and promoting the interests of AUK and its members;
- affiliated to Cycling Time Trials (CTT) in order to enable members to ride time trials under Audax UK colours;
- affiliated to Union des Audax Francais in order to enable UAF Audax rides to take place in this country.

IN MORE DETAIL

Events

- The total number of events on the calendar was slightly below the level of 2016. The number of calendar event validations in 2016-17 was 23,593, a 9.8% year-on-year increase, but as ever, the picture is distorted by the four-year cycle of PBP/LEL, and taken over four years the growth in the number of validations is 26%;
- The number of permanent events completed, 6373, was 26% up on last year;
- The increase in the number of permanent events completed was up 356% on the number completed in 2007-08. All three categories of permanent events, Fixed route, DIY, and ECE, increased from that baseline but DIY Permanents increased from 690 in 2007-08 to 4247 in 2016-17, a factor of 615%.

Membership

Membership continues to show growth, with the 7123 members at 31 December 2016 growing to 7750 by 14th December 2017. Of the current membership, roughly one sixth are female. and we are also a slightly younger organisation than last year with an average age of around 52.

Regulations

Three appendices to the regulations have been introduced since the last AGM, namely

- To enable the introduction of Super Randonnee Permanent events. These are mountainous Permanents of 600km, with over 10,000 metres of elevation gain, under the regulations of Audax Club Parisien;
- To enable the introduction of UAF audax events, ridden in groups under the control of a captain, under the regulations of Union des Audax Francais;
- To introduce a new Brevet 250 award primarily for the completion of five events at 50km, but allowing the substitution of a maximum of two 100 km events. It is the intention of the Board that this award should be free of charge to junior riders.

These require ratification by the AGM.

Articles of Association

Our current Articles of Association are based on the Companies Acts of 1985 and 1989. This legislation was superseded by the Companies Act of 2006. In the last few years we have made important changes to the current Articles to improve governance and deliver proxy voting at general meetings.

It is now time to incorporate these into new Articles that conform in all respects to current legislation to clear up any inconsistencies that either exist in the current Articles or have crept in since as the organisation has grown and changed and to take into account that growth and change.

The Board hopes that the membership will approve the revised Articles at the AGM.

Governance and People

Mike Wigley is stepping down from his position as Membership Secretary, having completed his 8th and final Annual Report, which can be found elsewhere in this booklet. In his time in post he has overseen an increase in membership of over 75%, and has rarely stopped smiling. We will miss his perceptive presence on the Board, and hope that his well-briefed successor will be, well, just as successful.

There have been other comings and goings including on the way out

- Paul Salmons, who stepped down from his position as Financial Director (of which, more below);
- Ged Lennox, who has stepped down from the post of Communications Director in the hope that he can spend more time with *Arrivée*;
- Tim Wainwright, who died as the result of a collision with a parked vehicle whilst cycling with a friend in March 2017. In addition to his prolific cycling, Tim was also a prolific photographer of audax events and an ARRIVEE editor since 1996, but above all a friend of all long distance cyclists;
- Sheila Simpson, who stepped down from her position of ARRIVEE editor (in post since the mid-1980s) in order to spend more time cycling in sunnier climes. Luckily we have “first claim” on her as she is Audax UK’s President d’Honneur and it was not hard to persuade her to come back immediately and finish off Tim Wainwright’s final issue;
- David Kenning, who has been a valuable member of the *Arrivée* editorial team for several years.

Our thanks and best wishes to all of them, and to Pauline Wainwright, our sympathies.

We welcome on the way in:

- Oliver Iles, who has a hard act to follow Steve Snook as Altitude Awards Secretary, and combine it with his other delegate post as Brevet Card Secretary.

If I’ve missed anybody out, please let me know and I will mention you next year.

IT Review

The IT Refresh team led by IT Manager Richard Jennings has continued its task of analysing and documenting what our current website and online administration

system provides and considering what else we might need in the future. A moveable cast of members with the occasional paid consultant has made steady progress and a long list of suppliers who could develop our new site was identified. This was reduced to a short list, with a developer then being contracted. Since shortly after the close of 2016-17 the team has been working with a Huddersfield-based firm, Control F1, to develop the new systems. Team members involved have included at various times Miranda Smith, John Burgato, Dan Smith, Jan Swanwick, Otto Reinders, Ivan Cornell, Michael Sutton, Julian Parsons and several directors.

Francis Cooke has continued his long association with our current website and administration system, aukweb, ably assisted by Terry Kay. Between them they have kept aukweb going while also enhancing and improving it.

Financial

During the year the accounting function within Audax UK has continued to undergo consolidation and review of earlier changes to some systems and functions.

- The accounts continue to be produced using professional accountancy software (Sage On-Line);
- The accounts continue to be produced by a paid book-keeper who is an Audax UK member;
- The Finance Director role continues to be more involved in strategic financial development of the organisation with an overseeing and reviewing role for the accounting function;
- In the absence of a Finance Director later in the year, the Chair has taken over supervision of the book-keeper who has agreed to enlarge his role.

In the absence of an IT Director and a Finance Director later in the year, the Chair has taken on oversight of the new web development through the supervision of the IT manager.

The trading for the twelve months shows total Revenue of £141,646 (2016: £125,285) with Direct expenditure of £84,798 (2016: £89,110), overheads of £30,955 (2016: £16,508) showing a net surplus for the period of £25,893 (2016: £19,667).

At the end of August the company had £313,215 in the bank and at hand showing an increase of £37,015 over the 2016 figure of £276,200.

The coming year

We intend to examine our Regulations in order to see if we can revise them in order to make them simpler as well as clearer. They share with the Articles of Association a common fault of having been repeatedly amended for a variety of reasons over the years. They also originate from and bear the marks of

- the Italian origins of an audax discipline in which participants had to swim, run, walk, or cycle a set distance in 14 hours, approximately between sunrise and sunset, with the cycling distance set at about 200 kilometres;
- the efforts of Audax Club Parisien to differentiate randonneur cycling à allure libre from the group riding audax-style cycling promulgated by Henri Désgranges;
- the efforts of the founders of Audax UK to differentiate randonneur cycling from the racing origins of the fledgling organisation;
- imperfect translations of the French Brevet de Randonneurs Mondiaux (BRM) regulations;
- the efforts of Audax UK to differentiate its own Brevet de Randonneurs (BR) regulations from the BRM, potentially as a parallel, rival, and successor.

... and of course, the normal operations of AUK, in support of the many events run under our regulations, has to continue.

Acknowledgements

Many people contribute to the work and success of Audax UK; the delegates who manage membership, validation and all the other back office functions, the Arrivée editors and contributors, the organisers and all the support teams who make the events possible and enjoyable and the new team of analysts that is examining and documenting our IT use and mapping out our future IT requirements.

All our volunteers are vital to AUK's operations, and it would be easy to take their efforts behind the scenes for granted. We are fortunate to have them, and their continuing dedication and hard work deserve our thanks.

Chris Crossland

Chair, on behalf of the AUK Board

2 Director Report: Calendar Events Secretary

Analysis of Events

In the 2016/17 season there were 537 events and we currently have 186 organisers, 23 of whom organised events for the first time during the season. 156 (29%) of those calendar events qualified for Audax altitude Award (AAA) points. The number of calendar events continues to remain remarkably consistent year on year with only very minor variations. Brevet Populaires again account for nearly 60% of all calendar events.

1 Breakdown of events by distance and year

BP	BR/BRM	200	300	400	600	>600	Total
308	229	161	34	19	13	2	537
314	228	152	34	23	16	3	542
310	223	151	36	20	16	0	533
311	218	158	31	15	13	2	532
334	220	163	29	15	12	1	554
320	215	159	27	18	10	1	535
310	246	167	32	24	22	0	556
322	211	148	21	25	16	1	535
317	200	146	23	14	14	3	517
320	195	144	25	13	12	1	515

Analysing events on a regional basis shows that there has been a small drop in the number of events in the East and Midlands area during 2016/17. The Scotland and North region still seems to host the lion's share of longer events.

2 Distribution of events by region

	50km	100km	200km	300km	400km	600km+	Total
Scotland and North	9	59	45	7	10	8	138
East and Midlands	13	65	36	4	2	0	120
South West	15	70	41	11	4	4	145
South East	13	64	39	12	3	3	134

Looking at planned BRM events for the 2017/18 season shows an increase in the number of events we are organising at each distance (except 1200km+) in the UK. This healthy number of BRMs should hopefully bode well for 2019 when we will require sufficient PBP qualifying events for all those who are keen to enter PBP2019.

3 AUK BRM events by year/distance

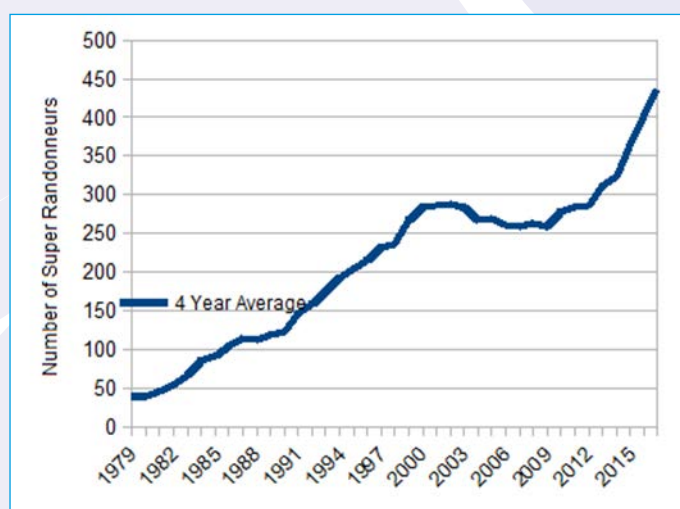
200km	300km	400km	600km	1000km	1200km+	Total
21	19	16	12	4	0	72
17	11	11	10	1	1	51
17	13	15	13	1	2	61
57	21	18	14	0	0	110
17	14	13	13	1	1	59
12	6	7	8	0	1	34
7	6	7	6	1	0	27
46	22	22	17	0	0	107

The 2016/17 season

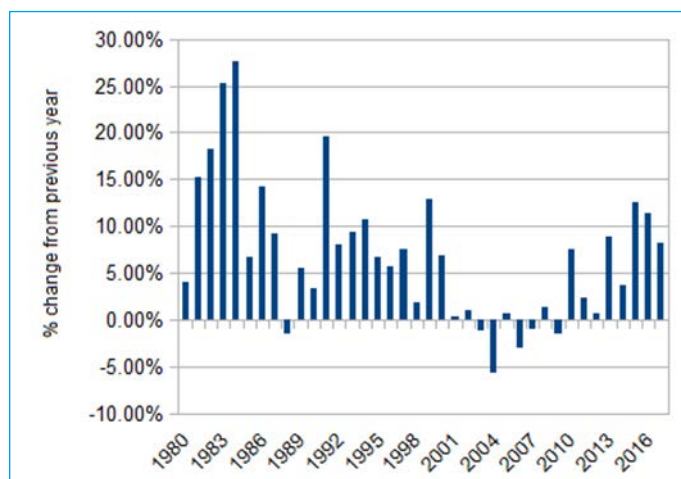
AUK's blue ribbon event London-Edinburgh-London was held this summer and was very successful. There were 1,500 entrants, approximately 1,420 riders started the event and 831 riders were validated. Many thanks go to Danial Webb and his team for their hard work in providing an enjoyable event for all.

The number of riders taking part in the longer events continues to increase. The following graphs show the number of riders gaining a Super Randonneur award (averaged over a four-year period to negate the spikes in PBP and LEL years). The approximate annual rate of increase for the last three years is 10% and there was an increase of just over 8% this year.

4 Number of riders gaining an SR (averaged over previous 4 years)



5 Percentage change from previous year (averaged over previous 4 years)



The National 400 was organised by John Hamilton and CTC Shropshire in June starting from Upton Magna. It was a very popular and well received event and entries closed with just over 200 entries, of whom 147 were validated. As of yet, there are no volunteers to organise the National 400 in 2018.

Finally, a big thank you to all organisers, helpers, riders and the members of the Events Team without whom there would be no events.

Martin Foley

Calendar Events Secretary and Director

3 Director Report: Permanent Events Secretary

The total number of Permanent Event validations for the 2016-17 Season was 6,373.

That is a 26% increase on 2015-16, well above the rate of increase in AUK membership.

There has been an increase in the proportion DIY Events (67%) compared to all Permanent Events ridden, which reflects the trend of the past few years. Validations for fixed route Permanent Events has dropped slightly, but the number of Extended Calendar events validated has doubled since last year.

The summary Permanent Event numbers for 2016-17 are:

Fixed Route events	1724	2% decrease on 2015/16
DIY events	4247	37% increase on 2015/16
ECE events	402	106% increase on 2015/16
TOTAL	6373	26% increase on 2015/16

7,474 Permanent Events results, including AAA points awarded to DIY events, have been recorded for 2016/17

Events completed for the 2016/17 Season compared with previous years:

Season	All Perms	Fixed Route	DIY	ECE
2007/8	1790	1100	690	–
2008/9	2160	1280	880	–
2009/10	2300	1215	1010	75
2010/11	2430	1200	1160	70
2011/12	2800	1305	1385	110
2012/13	3900	1683	2080	137
2013/14	3920	1442	2320	158
2014/15	4090	1474	2460	156
2015/16	5067	1764	3108	195
2016/17	6373	1724	4247	402

75% of Permanent Events (including ECEs) ridden were BR events, and 25% were BP events, which is similar to 2015/16

The spread of event distances for BR events for the last 5 years has been remarkably consistent, but in 2016/17 there was a noticeable increase in rides of 1000km and further. (percentage of BR events total in brackets):

Season	200km	300km	400/ 500km	600km	700 to 900km	1000 +km
2012/13	2176 (85%)	200 (8%)	77 (4%)	59 (2%)	1	11
2013/14	2102 (86%)	183 (8%)	88 (4%)	47 (2%)	1	19
2014/15	2523 (85%)	273 (9%)	82 (3%)	52 (2%)	4	18
2015/16	3163 (86%)	286 (8%)	130 (4%)	74 (2%)	0	31
2016/17	3975 (83%)	445 (9%)	175 (4%)	108 (2%)	9	36

The spread of event distances for BP events for the last 5 years has been similar with the great majority being 100km events. The interest in 50km events, that dropped last year has further diminished. (percentage of BP events total in brackets):

Season	50km	100km	150km
2012/13	270 (20%)	1018 (74%)	88 (6%)
2013/14	250 (17%)	1137 (77%)	91 (6%)
2014/15	303 (27%)	774 (68%)	63 (6%)
2015/16	280 (20%)	1053 (76%)	50 (4%)
2016/17	251 (16%)	1284 (80%)	70 (4%)

As in previous years, DIY riders follow much the same pattern for events ridden as the overall Permanent

Events results; 82% of DIY Events ridden were BR events and 18% were BP events, 69% of all DIY Events ridden were 200km

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.

Thank you also to Oliver Iles, who took over responsibility for AAA from Steve Snook and has calculated and attached AAA points to 700 DIY Events recorded results.

The Unofficial Permanent Event 'Prizes'

Organisers award for having most entrants (excluding DIY & ECE events) this year has three organisers who have topped the 100 events mark:

- 1st** Mike Wigley
- 2nd** Nick Wilkinson
- 3rd** Chris Keeling Roberts

Rider podium places for most Permanent points collected this year goes to:

- 1st** Andrew Berne
- 2nd** Andy Curran
- 3rd** Steve Gee

Permanents events AAA prize of the year for the most AAA points scored in a single Permanent event goes to Ian Ryall who scored 15 AAA points cycling 1,000km around the Mille Cymru.

Long Permanent events successfully completed were mostly of the DIY variety, which included six 2,000km events, being the longest Permanent Events ridden this year. Other DIYs included four 1,600km and thirteen 1,000km events. A Spa Towns Centre Tour, a Mille Cymru and three End-to-End rides were also completed.

PROFs interest was down a bit in 2016/17. A team of five cycled 1,250km from Cherbourg to Perpignan and Matthew Chambers completed the 1,400km Eiger Sanction. Five AUK trips to the top of Mont Ventoux and a few Alpine cols were recorded.

Ordre des Cols Durs

Since merging with AUK in 2014, the Ordre des Cols Durs or OCD has been revitalised, as AUK members discover the interest of searching out and claiming cols. The table below demonstrates the death spiral through to 2013, as fewer active members produced fewer articles, resulting in fewer magazines, which used to be regular quarterly.

Number of claims submitted for OCD

2007	2008	2009	2100	2011	2012	2013	2014	2015	2016	2017
22	13	21	18	17	8	12	21	44	44	41*

* 2017 claims at the time of writing this report, but further 2017 claims are still to be received

Some members claim mostly UK cols, others claim cols throughout Europe. More intrepid cyclists travel far and wide, to places like Kyrgyzstan and South America. Remember, you don't have to beat the clock, only ride through the mountains. You might feel that UK climbs of 300 to 600m are intimidating, and the Stelvio at 2,757m is outrageous. But, OCD has seven members with over one million metres claimed and two – Ronnie Chard and Julie Rattray – have well over two million. Cloth badges, like the Ancien PBP badges, will be available during 2018 to celebrate OCD grades:

50K Member; 100K Officer; 200K Commander; 500K Honourable; 1M Venerable; 2M Ancien

There remains a lot to be done. OCD has always provided information about cols in popular areas. There are the Green Sheets for areas in UK, and white sheets for areas in the Alps, Pyrenees, and Scandinavia. These have become out of date, since facilities and sometimes roads change, even though the mountains remain the same. Some years ago the old Alpine and Pyrenean sheets were digitised and they will be linked to the new AUK website. The guide to Scotland produced by Rod Dalitz will also be revised.

Thanks to Rod Dalitz for his work in revitalising and promoting OCD within AUK

Super Randonnées

Not to be confused with 'Super Randonneurs', Super Randonnées are permanent events that were created by Audax Club Parisien in 2009. They are mountainous Permanents of 600 km (373 miles) with over 10,000 m (32,800 ft) of elevation gain. Riders have the option of riding a Super Randonnée either as a Randonneur or as a Tourist. Randonneurs have a 60-hour time limit. Super Randonnée events are available worldwide, but hitherto none have been organised in the UK. During 2018 Colin Bezant will be organising a Cambrian SR within the AUK Permanent Events calendar. There are no AUK points available for completing this event, but you will be provided with a frame badge to display while riding, and validation by ACP.

John Ward

Permanents Secretary and Director

4 Director Report: Membership

Membership at 14th December 2017 stood at **7750**, an all-time record:

- 5777** main members
- 749** household members
- 558** life members subscribing to receive Arrivée
- 666** life members not taking Arrivée

This year, we had 3582 members who needed to renew their Memberships by the end of the year, as well as 706 Life Members who were invited to subscribe to Arrivee. I'll be sending a gentle reminder email to these so that they don't miss out on the next edition of Arrivée.

Our typical Audax UK Member is male (5 out of 6 are male), lives near Bristol (4% have a BS postcode), has an email address (99%), and is aged 52.

This is my 8th and final Annual Report as I am standing down at the next AGM. Over that time, Membership has increased by 75%, from 4410 in first report in 2010. Who would have thought there were so many long-distance cyclists? Enrolments are still continuing at a pace, and long may this continue as more people discover the joy of getting to do audacious things on their bikes.

I've still been able to ride my bike as Membership Secretary, during my tenure I have completed 7 SRs, 1 LEL, 1 LeJoG, and managed to accumulate 356 points, and struggled to 138 AAA points. It has been a pleasure to meet everyone on these rides.

I am grateful to my team of Delegates who have helped enormously with the workload; the current team being Findlay Watt, Peter Gawthorne, Richard Jennings, Howard Knight, Peter Davis, as well as former Delegates the late Don Black, Dave MacKenzie, Nik Windle and Ian Hobbs. I am also very appreciative of the Technical Support of Francis Cooke and Peter Coates and no doubt others in the background with their sometimes heroic efforts to keep the systems and data safe.

Mike Wigley

Membership Secretary and Director

5 Director Report: Events Services

The total number of Calendar event validations for the 2016-2017 season was 23,593.

That's a 9.8% year-on-year increase, but as ever, the picture is distorted by the four-year cycle of PBP/LEL, and taken over four years the growth in number of validations is 26%

The breakdown by distance presents an interesting picture:

	Kilometres								
	50	100	150	200	300	400	600	1000	Longer
2016-17	1118	10805	1190	6200	1006	647	456	38	27
2017-18	937	10771	979	7407	1314	876	475	3	831
	-16%	-0.3%	-18%	19%	31%	35%	4%		

There is clearly a (welcome) shift towards the longer distance events and this is reflected in the total km validated (on Calendar events) exceeding 5 million kilometres for the first time.

The "new and improved" system for BRM processing has been successfully integrated, with the numbered Homologation stickers now being printed in the UK.

Validation Secretaries: Keith Harrison and Sue Gatehouse, were justifiably proud of a new record: from a packet of cards landing on their doorstep, though validating, recording, allocating ACP homologation numbers, printing and attaching the stickers and getting the whole lot back in the post to the organiser in just less than one hour. A far cry from the days of mailing things to and from Paris!

As ever AUK owes a huge debt of gratitude to Sue & Keith, now 13 years completed as Validation Secretaries.

Thank you also to Oliver Iles - producing in excess of 30,000 Calendar Event Brevet Cards, without which none of the events could have taken place, in addition to his work as AAA secretary, which this year has seen a great deal of work testing the new tool to assess climbing metres and the points that flow from it.

Not forgetting, Caroline Fenton who has processed about 250 RRTY claims in 2016.

With all this growth our IT refresh becomes ever more urgent and I've had the privilege of working with some remarkably talented people, both within AUK and from outside, who are helping to bring this about.

Peter Lewis

Event Services Director

6 Director Report: Communications Director

An incident on the Flatlands 600, where a number of riders were injured, demonstrated that there is a real need for all organisers to be prepared for this kind of eventuality, especially when facing the press.

AUK events frequently require early starts and late finishes, and although this was, thankfully, an unusual and rare set of circumstances, we have to be ready to state our case in support of our activity at any time. To this end we are working on a best practice document which we hope to have ready early this season.

A large number of banners were produced for the LEL in the summer and these are now available for everyone. It would be good to get them out on rides to reinforce our brand at any event long or short. Please feel free to get in touch.

The redesign of our club magazine, *Arrivée*, has been the biggest undertaking this season. This is now a continuously developing flagship for the club and we hope that members are enjoying the new look.

I have tried to make more of the many excellent pictures supplied and applaud the extraordinary effort made by riders who undertake writing about their experiences. Reactions have been mostly positive with just one or two gripes, but *Arrivée* is written by members, about members and for members – it's here for every one of our near 8,000 riders to have their say. It is a real privilege to be working for a magazine whose readers are so interested and engaged, I would like to thank everyone who has made a contribution or written in and encourage anyone who hasn't to do so.

I am very grateful to Sheila Simpson who stepped in, even though retired from the editor's post, after the tragic death of Tim Wainwright in the Spring.

Thanks also to the diminished team of editors who have done such an excellent job for the new magazine – David Kenning, who, sadly, has too much to do and Peter Moir, both did a brilliant job under a lot of stress.

Ged Lennox

Communications Director

7 ACP Correspondent / LRM Representative Report

Verifying and submitting award claims on behalf of members for ACP Randonneur 5,000 and 10,000 awards for members and collecting and sending on to them was a pleasant task, as was dealing with a handful of orders for BRM distance and Super Randonneur medals.

I attended the Audax Club Parisien awards presentation in Paris in early 2017. There was a lot of interest in London-Edinburgh-London and I was kept busy dealing with requests for information about it.

The former ACP representative for Thailand, Bob Usher, contacted me to ask whether Audax UK would consider licensing the Brevet Populaire (BP) format to the Thai federation. This wasn't as unusual as it might sound because it is exactly the model that Audax Club Parisien uses in order to license the right to organise BRM events to named individuals in non-French countries. After a little correspondence with Bob and some conversations within the AUK Board, I was able to tell him that there would be no need for any licensing as the format was limited to just one country, the UK, and if he wanted to introduce it to Thailand, it was entirely his concern. He responded gratefully and said that he would be calling the Thai version "Brevet Thai".

Following last year's introduction of Audax UK's first Easter Trail, a UK version of the French Trace Vélocio, I have been involved in discussions to introduce the ACP regulated Super Randonnee Permanent 600 km events to the UK. These will be administered in this country by the Audax UK Permanents Secretary. The first such event, involving a distance of 600 km with over 10,000 metres of ascent will soon be ready for entry. Any organisers interested in promoting such an event should contact the Permanents Secretary for information.

I have continued to liaise throughout the year with Keith Benton, the LRM President regarding London-Edinburgh-London, and together we have resolved difficulties arising from the continuing current paucity of LRM's regulations regarding its events and in particular the provisions relating to the time limits and distances. Keith has recently written to all national LRM representatives to reiterate his desire to formally codify these requirements at the next LRM Congress in August 2019, while operating them on an interim basis until then.

Chris Crossland

ACP Correspondent / LRM Representative

8 Director Report: Finance

During the year under consideration, 2016-17, Paul Salmons felt unable to conduct the duties of Finance Director of Audax UK satisfactorily as a result of pressures of his day job. He stepped down from the FD post in early July 2017.

Paul was responsible for re-working how Audax UK's finances are conducted so that the Board has greater and better information about income and expenditure. As well as this, he brought a different perspective which was everything needed from a Finance Director, and particularly for the strategic approach and good sense that he brought to other areas, the website development being a shining example.

As yet, there have been no applications or nominations for the post. I have assumed the overview of AUK Finances, until a new Director is appointed or elected. I am hopeful that an appointment will be made fairly soon.

I am able to confirm that the process of preparing and reporting quarterly on the financial position of Audax UK has continued through 2016-17. The accounting records continue to be maintained by a paid Book-keeper, AUK member Nigel Armstrong of Pi Partners, Holmfirth, West Yorkshire, and independently examined, while the role of the Finance Director continues to be more strategic and reporting.

The Finance Director, and in his absence myself, have been working with the IT Development Team during the year to progress the development of the new website. While there has been substantial input by volunteers, some outsourced and paid work has led to an increase in costs. A suitable partner was identified in late 2017 and major development work commenced with commensurate costs incurred. This process will continue throughout 2017-18. The Board will work together to ensure that Audax UK achieves value for money from the investment in the new system.

The trading for the twelve months shows total Revenue of £141,646 (2016: £125,285) with Direct expenditure of £84,798 (2016: £89,110), overheads of £30,955 (2016: £16,508) showing a net surplus for the period of £25,893 (2016: £19,667).

At the end of August the company had £313,215 in the bank and at hand showing an increase of £37,015 over the 2016 figure of £276,200.

Further details can be found in the following pages.

Chris Crossland

Reporting Director, and Chair

Agenda for the Audax UK Long Distance Cyclists' Association AGM 2016/17

To be held at Room 101, The Library of Birmingham, Centenary Square, Broad Street, Birmingham, B1 2ND on 10 February 2018 commencing at 12:00pm

- 1 To record the names of those present at the meeting.
- 2 To record apologies for absence.
- 3 To approve the minutes of the last AGM as a true record of that meeting.
- 4 Matters arising from the last meeting (AGM 2015/16).
- 5 To approve the Annual Report.
- 6 To approve the Annual Accounts and the Finance Director's recommendations.
- 7 To consider resolutions.
- 8 Election of Directors:
 - 1 Chairman
 - 2 Finance Director
 - 3 Membership Secretary
 - 4 Calendar Events Secretary
 - 5 Non-Executive Director (2 positions)
- 9 Date and venue of next meeting.
- 10 Close of meeting.

Resolutions for AGM2016/17

- 1 To approve the minutes of the last AGM as a true record of that meeting.
- 2 To approve the Annual Report.
- 3 To approve the Annual Accounts and the Finance Director's recommendations.
- 4 To consider the following Resolutions:
 - 1 Proposer: Peter Lewis (AUK 7916)
 Secunder: Dave Minter (AUK 6814)
 Resolution: To delete Regulation 9.9.4 in its entirety, and to renumber the subsequent sections.

(Note: Existing Regulation 9.9.4 states:

9.9.4 Where riders' personal support is permitted, the rider and their helpers agree:

- a *Personal support is only allowed at controls*
 - b *Not to drive a motor vehicle on a section of route in use by riders, except within 1km of a control or in the case of an accident or emergency.*
 - c *The rider will be held responsible for the behaviour of their personal helpers.*
- 9.9.5 The organiser or AUK may impose additional conditions, provided these do not conflict with AUK regulations and appendices, and are published in the calendar and event literature.)*

Rationale:

There are certain events and possible circumstances where the current wording of Regulation 9.9.2 is either inadequate or inappropriate.

Taken together, the relevant parts of Regulations 9.9.2. and the current 9.9.5 "Personal support is only permitted at the discretion of the organiser" and "The organiser ... may impose additional conditions," allow sufficient latitude for the organiser (or AUK) to allow or to deny personal support and to impose such restrictions on personal support as may be appropriate to a particular event or set of circumstances.

Note: The Board of AUK has considered the effect of this resolution and is broadly supportive.

- 2 Proposer: Dave Minter (AUK 6814)
 Secunder: Judith Swallow (AUK 5342)
 Resolution: To delete the Appendix to Regulation 9.9.2 and to amend the wording of Regulation 9.9.2 as follows:

9.9.2 Riders are responsible for their own welfare and may stop for food and rest at any place. Organisers may provide route guidance and support such as food and rest facilities at controls. Personal support is only allowed at controls and riders are responsible for the behaviour of their personal helpers.

(Note: Existing Regulation and Appendix 9.9.2 states:

9.9.2 Riders must be self-sufficient. Personal support is only permitted at the discretion of the organiser, with the agreement of AUK. Organisers may provide support such as food and rest facilities at controls and route guidance. Riders remain responsible for their own welfare and may stop for food and rest at any place.)

Rationale:

Audaxers value self-reliance but ACP and other national organisations have always allowed personal support for riders at controls at their own discretion and until quite recently, AUK's personal support rule did too. This modification again aligns AUK with the internationally accepted standard. The sentence order shows the relative priorities; primary – rider responsibilities and freedoms, secondary – organiser-supplied assistance and lastly - personal support restrictions.

Note: The Board of AUK has considered the effect of this resolution and is broadly supportive.

- 3 Proposer: Graeme Provan – AUK Secretary on behalf of the Audax UK board of directors.

Seconder: John Sabine – Non-Executive Director on behalf of the Audax UK board of directors.

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):

“(j) Super Randonnee Permanent Events are mountainous Permanents of 600 km, with over 10,000 metres of elevation gain, under the regulations of Audax Club Parisien. (Note: see [http://www.audax-club-parisien.com/EN/421–General Super Randonnée.html](http://www.audax-club-parisien.com/EN/421-General%20Super%20Randonn%C3%A9e.html)). AUK administers these international events in the UK and is responsible for submitting validations to ACP for approval.”

Rationale:

This measure enables Audax UK to regulate and oversee these events taking place in the UK, in line with current practice in an increasing number of other countries, currently numbering about twenty.

The original proposed resolution has been redrafted, in accordance with the provisions of our Articles of Association, following representations by members who subsequently submitted an amendment to the original motion. We are grateful for the representations of these members, who have chosen not to submit any revised amendment.

- 4 Proposer: Graeme Provan – AUK Secretary on behalf of the Audax UK board of directors.

Seconder: Dave Minter – Non-Executive Director on behalf of the Audax UK board of directors.

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):

(j) Brevet UAF events, ridden in groups under the control of a captain, are validated by and run in the UK under the regulations of Union des Audax Francais (Note: see <http://www.audax-uaf.com>)

and

To add an additional sentence so that it reads

“Brevet UAF events, ridden in groups under the control of a captain, are validated by and run in the UK under the regulations of Union des Audax Francais (Note: see <http://www.audax-uaf.com>). AUK administers these events in the UK and is responsible for submitting validations to UAF for approval.”

and

To amend Regulation 13.1 by the addition of the following wording:

“and Audax events validated by UAF of 200 km or more.”

so that it reads:

“Points: Members shall be awarded points at a rate of 1 point for every 100km in BR, BRM and RM events validated by AUK, plus PBP, Flèches Nationales, BRM and RM events validated by ACP or LRM, and Audax events validated by UAF of 200 km or more.”

Rationale:

This measure enables Audax UK to regulate and oversee these events taking place in the UK, pursuant to the rules set down internationally by UAF.

The original proposed resolution has been redrafted, in accordance with the provisions of our Articles of Association, following representations by members who subsequently submitted an amendment to the original motion. We are grateful for the representations of these members, who have chosen not to submit any revised amendment.

- 5 Proposer: Graeme Provan – AUK Secretary on behalf of the Audax UK board of directors.

Seconder: Martin Foley – Director and Calendar Events Secretary on behalf of the Audax UK board of directors.

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:

(i) Brevet 250: in the same season five events at 50km. Substitution of a maximum of two 100km events is permitted.

Rationale:

This measure ratifies the new award introduced by the board of Audax UK to encourage participation in 50k events. While the award is open to all members, it is particularly targeted at junior riders and under 18s who achieve the award will be awarded the badge free of charge.

- 6 Proposer: Graeme Provan – AUK Secretary on behalf of the Audax UK board of directors.

Seconder: Peter Lewis – Events Services Director on behalf of the Audax UK board of directors.

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.

Rationale:

Our current Articles of Association are based on the Companies Act 1985 which has since been replaced by the Companies Act 2006. These Articles bring our procedures up to date and allow us to incorporate most of the provisions of the Model Articles available under the new Act.

The Model Articles are designed to simplify the running of companies with correspondingly straightforward procedures.

We have taken the objects from the previous Memorandum of Association and copied them straight into the new Articles so Audax UK continues on the same founding principles. We have also adopted this approach wherever possible in relation to the current Articles of Association so that the rules for membership, voting rights, elections etc remain the same as before. They are just built into a more modern and user-friendly framework.

A copy of the proposed new Articles of Association together with a version of the Model Articles showing any changes that we have made is annexed to the AGM Agenda in the Annual Report and available on aukweb.net.

More detailed notes are also available on aukweb.net.

Nominations for Election as Audax UK Directors

1 Chairman

Nominee: Chris Crossland (AUK 2964)

Proposer: Mike Wigley (AUK 1309)

Seconder: Mike Lane (AUK 6372)

Personal Statement:

When I last stood for the position of Chair of Audax UK in 2014, I had already occupied the position for one year, and noted my qualifications and aspirations in a short statement as follows:

“My cycling experience includes touring, riding to/for work, club riding, audax etc. In audax, five PBP’s; two LELs; 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.”

We can add to that now a subsequent three years experience as AUK Chair with a record of working for meaningful change within Audax UK in order to improve governance and prepare the organisation for a more ambitious present and future both domestically and on the international scene. Our development and adoption of a wide-reaching Board Strategy for the period up to 2020 now informs Board deliberations, and mandates us to look ahead into the future beyond that. We continue to work on the development of a new website and online back office administration system that we hope to have ready in late 2018.

When you study the annual report for 2016-17, you will see what we have done in the last year or so. If you would like to refresh your memory about what we have been doing in previous years since I was first elected as Chair in 2013, you can look at previous annual reports, which are available on the AUK website at <http://www.aukweb.net/official/agmin/>

I hope you will agree that we have indeed introduced lasting and meaningful changes to the way that AUK operates since I was first elected as Chair.

I would appreciate the opportunity to continue the task I started in 2013, and have continued since, in the pursuit of establishing more firmly and maintaining Audax UK’s position as the UK’s premier long distance cycling association and a world leader in randonneur cycling, as well as being the membership club that growing numbers of long distance cyclists want to join as THE way of achieving their aspirations.

Note: Chris Crossland is standing for re-election as the Chairman of Audax UK

2 Finance Director

Nominee: None

3 Director and Membership Secretary

Nominee 1: Caroline Fenton (AUK 8040)

Proposer: Tom Deakins (AUK 6380)

Seconder: Nick Wilkinson (AUK 3506)

Personal Statement:

I would like to offer my services to Audax UK as membership secretary. I believe that I have appropriate experience and skills to fulfil this role.

In terms of AUK membership, I have been an active member for 5 years now, although I first rode a brevet (populaire) back in 2010, lured in by local rides from Henham and Stevenage. I came to audax from leisure and touring and was quite a late starter – I remember being elated at achieving a 40 mile ride at the age of about 40! Most of my long rides have been with my partner on our tandem – it works well for us as he doesn’t get lost and I can keep up with him – but I have also completed some solo brevets. In 2014 I starting helping with rides, mainly those organised by Tom Deakins in Essex, so I understand the work that goes into a successful event. I also helped last year at Brampton control on LEL, which was a good chance to give something back having appreciated the work done by volunteers in 2013.

In 2015 I responded to Mike Wigley’s advert for helpers in the membership area, but instead ended up taking over the RRTY (Randonnee round the year) admin from him. This seemed to coincide with an uptake in claims for the award! I have now done this for two full years and have enjoyed corresponding with members all over the country.

Other than AUK, I also have voluntary experience with the RSPB, leading National Trust working holidays and also with my local London Cycling Campaign borough group (I have been secretary and rides coordinator in the past), so I have a track record of committing to things requiring organisational and administrative skills.

Professionally I studied engineering, so the gender imbalance in AUK is nothing compared to my undergraduate days. Nowadays I work as a business analyst dealing with maintenance management systems, principally for the railway industry, a mix of technical, management and administrative tasks. My paid job is only three days per week, so I have the time to take on commitments like this. I am happy working with IT tools and data, and as membership secretary I would welcome the opportunity to contribute to the new website development.

I enjoy and admire the ethos of AUK as an organisation and want to see it continue in its present inclusive and non-commercial way. I am particularly keen that events should genuinely welcome riders of all types, elite cyclists and “stepping up from touring” types alike, whatever type of bike they have. I am impressed by the DIY and ECE initiatives which encourage low environmental impact, and fully support these. I would therefore welcome the opportunity to be part of the AUK board and contribute to general policy and activities. I hope that you agree that I have enough experience to do this and will support my nomination.

Nominee 2: Oliver Iles (AUK 13067)

Proposer: Tony Hull (AUK 1431)

Seconder: Mike Hall (AUK 6372)

Personal Statement:

I started Audaxing in late 2013, riding a local 100k event – I was hooked. Spent the next month reading everything I could on this strange world before launching myself head long into my first season winning the AAA championship and completing PBP in 73 hours.

I have done Audax events in the UK and Abroad - having completed (here come the abbreviations) LEL, PBP, several Ultra SR's, International SR, Randonner 25,000, RRTYx6, AAASRx5, AAARTYx2 – racking up over 400 club points in the process.

I have long term plans to complete my 4 continents 1200k ISR series as well as a number of iconic UK Audax events.

Audax is nothing without the vast army of volunteers. I wanted to do my bit so in my first season I took on the role of Brevet secretary. I send the Brevet cards for all calendar events (in excess of 500 events each year) – I am printing 30 – 40,000 cards per season – No brevet, no event so it has to be done right, first time every time.

Last season I also took on the role of AAA secretary where I manage the AAA scheme; everything from assessing new events to awarding AAA points for DIY rides.

Both roles require me to have a good knowledge of the Audax IT system and to work with other members of the board from time to time as well as delegates, organisers and riders.

I hope to support the continued growth in Audax membership in a sustainable way. Audaxing is, to use a cliché, a broad church and long may it continue. It does not matter if you are a 50k social rider, a 1200k hotel deluxe rider, a first back or full value rider - there is a place for you all.

When I started Audaxing, I found the language difficult to penetrate – route sheets & awards schemes have so many abbreviations. The Website is not user friendly and the Audax Handbook (2014) is 64 pages long – the forums are information overload – Audaxing is not well publicised, it is almost as if it is deliberately designed to stop people joining.

With that in mind, I would like to have a hand in helping new members get a handle on Audaxing. Something like a quick reference membership guide and where to go for help would be a good start.

I have a background in IT so I hope I will be able to assist with the implementation of the new IT system due in 2018.

Nominee 3: Allan Taylor (AUK 8749)

Proposer: Ged Lennox (AUK 13295)

Seconder: Julian Dyson (AUK 2056)

Personal Statement:

I am a “Life” member of AUK, a Super Randonneur and an Ultra RRtY (number 12 will complete in January), a Delegate Member of the Membership team, an Event Organiser (Fleet Moss Rides 10th June 2018) and Badge and Medal Shop Secretary. In 2011 I was elected as Recorder (and Director) of AUK. Part of the role involved the sale of medals and badges for the various awards which were by postal application with payment by cheque. In agreement with the Board I developed the Medals and Badges “shop” in response to members request for on line sales. I did not stand for re-election in 2013 for personal reasons, however I continued the development of the shop and dealing with members orders and queries. In 2017 I processed 455 orders from members. As the Medals and Badges web site is hosted by my club (<http://audaxmedals.southportcc.co.uk/>) and maintained by me, I will continue to run the shop in the short term. In the future, once the website refresh project has made sufficient progress, I would expect that this could become part of the AUK web site and a Delegate could take on the Badge and Medal Shop Secretary role.

As a delegate member of the Membership team I have an understanding of the existing membership system and its complicated structure. I have a good relationship with Mike Wigley, the current post holder, which I am confident can be maintained and will be important in ensuring that the new web site automates many of the current manual operations. I will ensure that new members still have a human contact to welcome them.

My home club is Southport Cycling Club which has 200 members. As Chairman I work with members to organise events through the year. The Dolan Youth Race Series on three weekends attracts nearly 200 riders each weekend in age groups Under16, U14, U12, U10, U8. The boy and girl winners in each age group receive a Dolan frame. We have competitors from the Isle of Man, Republic of Ireland and all over the North West of England. Our Time Trial series of "Tens" and "25s" runs weekly from March to September and we run one Open 25 event in July. Bickerstaffe Road Races for Men and Ladies attracted a field of 60 men and 40 ladies in 2017 and will run again in 2018. We also have club runs on most days of the week.

In my working life I spent 35 years in the engineering construction industry, 25 of those years as a Director or Managing Director.

If elected, my major objective for the next year would be to work with Mike, the Membership Delegates team, the System Refresh team and the Board to ensure the new website is "fit for purpose" while maintaining the existing system. In the longer term I would work with the board to ensure our strategy includes improving the diversity of the membership in terms of gender and ethnicity.

4 Director and Calendar Events Secretary

Nominee: Martin Foley (AUK 3207)

Proposer: Aidan Hedley (AUK 4251)

Seconded: Alex Pattison (AUK 4344)

Personal statement:

I joined AUK in 2003 and have been an organiser since 2011. I was elected Calendar Events Secretary in 2014 and I am also the DIY Organiser for Scotland and the AUK Forum administrator. I do manage to find time to ride a bike and have gained the Ultra Randonneur award.

The IT refresh project will provide an essential tool to allow AUK to continue to grow and function and it's a privilege to continue to be involved in the process. There is also a need to identify and remove barriers that prevent or dissuade organisers from growing their own events if we are to accommodate the increased numbers looking to ride 200km+ events and it is hoped to roll out an initiative involving volunteering in the near future.

5 Non-Executive Director (2 positions)

Nominee 1: John Sabine (AUK 3171)

Proposer: Lucy McTaggart (AUK 3923)

Seconder: Peter Bond (AUK 8285)

Personal Statement:

Despite joining the Board in December 2014 and being elected to continue as a non-executive director at the last two AGMs, I still feel relatively new to audax and to AUK. While that's not really true any more – I joined at the beginning of 2013 – I've certainly ridden much less than many members and still have strong memories of what it's like to be very new to audax, both what I've found difficult and helpful as a relatively inexperienced rider, and what has sparked my enthusiasm for it.

I hope I've brought a reasonably fresh perspective as a non-executive director, and have been able to be a critical friend to the Board, helping to reach decisions rather than simply discussing endlessly: I'm not afraid of challenging the status quo or other people's assumptions, though I try to do that constructively.

Professionally, I've worked as a journalist, in local government and for a couple of charities. I'm able to express ideas and proposals clearly, and enjoy working with others to make them happen.

I believe in setting a strategic direction for AUK that respects existing members and traditions, but also looks to a future where we're able to expand without diluting our uncommercialised ethos, and without an increasingly complex rulebook.

We're seeing an increase in the numbers of people enjoying audaxes, and though as part of that AUK is getting bigger, my priority is to support members and riders, organisers and volunteers – making it as simple as possible to plan and run events, as well as easy and welcoming to enter and ride them.

The Board's work must be focused on this.

We're now well into the development stages of our long-promised IT project. This is fundamental to allowing us to grow sustainably, by making life easier for existing organisers and riders, as well as appealing to a new, wider group.

Further, we're partway through a re-examination of our rulebook. It's very dense, sometimes inconsistent, and can be off-putting – I very much support the need to bring it up to date and make it more accessible, simplifying where we can, without losing our ethos.

Note: John is standing for re-election to this post.

Appendix 1: Annual Accounts and Finance Director's Recommendations

Executive Summary

The accounts are presented for the 12 months from 1 September 2016 to 31 August 2017. The accounts were independently examined by Seahouses Accountancy Services and approved by the Board.

The trading for the twelve months shows total Revenue up twelve percent to £141,646 (2016 £125,285) with Direct expenditure of £84,798 (2016 £89,110), however overheads of increased eighty seven percent to £30,955 (2016 £16,508) showing a net surplus for the period of £27,044 (2016 £20,152).

At the end of August the company had £313,215 in the bank *showing an increase of £37,015 over the 2016 figure of £276,200.*

Results to end August 2017

The accounts for the year 2016/2017 have been prepared in a consistent manner as those for 2015/2016.

Expenditure of note was made on two areas, new photocopier printers for the Brevet Card team and the start of the new IT & systems project which means to revolutionise the current website.

2017 was a LEL year and so the increase in income from members accelerated from the five percent increase of the year before.

The remunerations committee including two Non-Executive Directors and the Chairman met again and recommended the level of Honorariums to Team Delegates and Board members. Most payments remained the same but there was some consolidation and equalisation among membership team delegates and new awards made for new posts, the Reunion Secretary, the Awards Secretary, and the Web Content Editor. An award to the Badge & Medal Shop Manager was agreed later.

Profit and Loss Highlights

Income

Membership income £105,998 (last year £91,970) – increase £14,028

Direct Expenditure

Arrivee Magazine costs increased 5% although membership numbers increased by a larger percentage.

Medals and badges expenditure fell back from £10,566 to £3,466

Overheads

Computer software and systems £20,985 (last year £5,426) – increase of £15,559, a trend that is expected to increase in the following year.

A new cost of depreciation has appeared as we capitalised the purchase of two laser printers for the Brevet Card team

Balance Sheet as at 31 August 2017

The balance sheet shows the following key figures:

- Stock of badges etc £5,357 (2016, £1,424)
- Cash at Bank £313,215 (2016, £276,200)
- Insurance and other items paid in advance £3,981 (2016, £3,262)
- Creditors under one year £46,643 (2016 £28,999)
 - Membership fees paid for one year in advance £21,878 (2016, £21,543)
 - Accrued Autumn Arrivee costs £9,090 (2016, £0)
- Membership fees paid in advance 2 to 5 years £31,298 (2016, £28,924)

Why £313k in the bank?

As an organisation we are required to hold a certain amount of cash for future requirements, the Board realise that £313k is a large figure for an organisation of our size but has taken the view over the last few years to build up the reserves ahead of the strategic developments for the organisation in progress now, and likely to include in the future

- Upgrade of events database and website
- Raising the profile of the organisation
- Holding cash reserves should LEL need a loan
- Requirement to carry an appropriate amount as a reserves policy

Summary

The Accounts to August 2017 show a surplus before interest and tax of £27,044 (2016 £19,667) with a bank balance of £313,215 (2016 £276,197)

Company Registration No. 5920055 (England and Wales)

**AUDAX UNITED KINGDOM LONG DISTANCE CYCLISTS' ASSOCIATION
ANNUAL REPORT AND UNAUDITED ACCOUNTS
FOR THE YEAR ENDED 31 AUGUST 2017**



INDEPENDENT EXAMINERS REPORT ON THE UNAUDITED FINANCIAL STATEMENTS TO THE DIRECTORS OF AUDAX UNITED KINGDOM LONG DISTANCE CYCLISTS' ASSOCIATION.

I report on the accounts of the company for the year ended 31 August 2017.

Respective responsibilities of Directors and examiner

The Directors of Audax United Kingdom Long Distance Cyclists' Association are responsible for the preparation of the accounts. The Directors consider that an audit is not required for this year under section 477 of the Companies Act 2006, and have requested that an independent examination is carried out.

Having satisfied myself that the company is not subject to audit under company law and have been asked to carry out an independent examination, it is my responsibility to:

- (i) examine the accounts;
- (ii) review the accounting records; and
- (iii) to state whether particular matters have come to my attention.

Basis of independent examiner's report

My examination includes a review of the accounting records kept by the company and a comparison of the accounts presented with those records. It also includes consideration of any unusual items or disclosures in the accounts, and seeking explanations from you as Directors concerning any such matters. The procedures undertaken do not provide all the evidence that would be required in an audit and consequently no opinion is given as to whether the accounts present a 'true and fair view' and the report is limited to those matters set out in the statement below.

Independent examiner's statement

In connection with my examination, no matter has come to my attention:

(1) which gives me reasonable cause to believe that in any material respect the requirements:

- (i) to keep accounting records in accordance with section 386 of the Companies Act 2006; and
- (ii) to prepare accounts which accord with the accounting records, and comply with the accounting requirements of section 394 and 395 of the Companies Act 2006;

have not been met.

(2) to which, in my opinion, attention should be drawn to enable a proper understanding of the accounts to be reached.

Richard Alsept

Richard Alsept, Chartered Accountant
Seahouses Accountancy Service
Seahouses Hub, Seahouses NE68 7YL

DATE 2nd January 2018

AUDAX UNITED KINGDOM LONG DISTANCE CYCLISTS' ASSOCIATION

ANNUAL REPORT AND UNAUDITED ACCOUNTS

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**AUDAX UNITED KINGDOM LONG DISTANCE CYCLISTS' ASSOCIATION
COMPANY INFORMATION
FOR THE YEAR ENDED 31 AUGUST 2017**

Directors

Christopher Peter Crossland
Martin David Foley
Peter Christopher Donald Lewis
John Matthew Sabine
William John Ward
Mike Wigley
Ged Lennox
Graeme David Provan
Dave Minter

Secretary

Graeme David Provan

Company Number

5920055 (England and Wales)

Registered Office

25 Bluewater Drive
Elborough
Weston-Super-Mare
Avon
BS24 8PF
UK

**AUDAX UNITED KINGDOM LONG DISTANCE CYCLISTS' ASSOCIATION
(COMPANY NO: 5920055 ENGLAND AND WALES)
DIRECTORS' REPORT**

The directors present their report and accounts for the year ended 31 August 2017.

Directors

The following directors held office during the whole of the period:

Christopher Peter Crossland
Martin David Foley
Peter Christopher Donald Lewis
John Matthew Sabine
William John Ward
Mike Wigley
Ged Lennox
Graeme David Provan

Dave Minter was appointed on 11 February 2017.

The following directors resigned during the period:

Christopher Richard Boulton resigned on 11 February 2017.
Paul Salmons resigned on 20 August 2017.

Statement of directors' responsibilities

The directors are responsible for preparing the report and accounts in accordance with applicable law and regulations.

Company law requires the directors to prepare accounts for each financial year. Under that law, the directors have elected to prepare the accounts in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the accounts unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the accounts comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Small company provisions

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

Signed on behalf of the board of directors



Christopher Peter Crossland
Director

Approved by the board on: 10 January 2018

AUDAX UNITED KINGDOM LONG DISTANCE CYCLISTS' ASSOCIATION
INCOME STATEMENT
FOR THE YEAR ENDED 31 AUGUST 2017

	2017	2016
	£	£
Turnover	141,646	125,285
Cost of sales	(84,798)	(89,110)
Gross surplus	<u>56,848</u>	<u>36,175</u>
Administrative expenses	(30,955)	(16,508)
Operating surplus	<u>25,893</u>	<u>19,667</u>
Interest receivable and similar income	1,151	485
Surplus on ordinary activities before taxation	<u>27,044</u>	<u>20,152</u>
Tax on surplus on ordinary activities	(1,124)	(685)
Surplus for the financial year	<u><u>25,920</u></u>	<u><u>19,467</u></u>

The Company has no other Comprehensive Income for the above two periods.

AUDAX UNITED KINGDOM LONG DISTANCE CYCLISTS' ASSOCIATION
STATEMENT OF FINANCIAL POSITION
AS AT 31 AUGUST 2017

	Notes	2017 £	2016 £
Fixed assets			
Tangible assets	4	2,175	-
Current assets			
Inventories	5	5,357	1,424
Debtors	6	6,158	3,343
Cash at bank and in hand		313,215	276,200
		<u>324,730</u>	<u>280,967</u>
Creditors: amounts falling due within one year	7	(46,643)	(28,999)
Net current assets		<u>278,087</u>	<u>251,968</u>
Total assets less current liabilities		280,262	251,968
Creditors: amounts falling due after more than one year	8	(31,298)	(28,924)
Net assets		<u>248,964</u>	<u>223,044</u>
Reserves	9		
Profit and loss account		248,964	223,044
Members' funds		<u>248,964</u>	<u>223,044</u>

For the year ending 31 August 2017 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies. The members have not required the company to obtain an audit in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 Section 1A - Small Entities.

Approved by the Board on 10 January 2018.

Christopher Peter Crossland
Director



Company Registration No. 5920055

AUDAX UNITED KINGDOM LONG DISTANCE CYCLISTS' ASSOCIATION

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31 AUGUST 2017

1 Statutory information

Audax United Kingdom Long Distance Cyclists' Association is a private company, limited by guarantee, registered in England and Wales, registration number 5920055. The registered office is 25 Bluewater Drive, Elborough, Weston-Super-Mare, Avon, BS24 8PF, UK.

2 Compliance with accounting standards

The accounts have been prepared in accordance with the provisions of FRS 102 Section 1A Small Entities, The Financial Reporting Standard applicable in the UK and the Companies Act 2006.

These financial statements were authorised for issue by the Board on 10th January 2018.

3 Accounting policies

Basis of preparation

The accounts have been prepared under the historical cost convention as modified by the revaluation of certain fixed assets, except that as disclosed in the accounts certain items are shown at fair value.

Tangible fixed assets and depreciation

Tangible assets are included at cost less depreciation and impairment. Depreciation has been provided at the following rates in order to write off the assets over their estimated useful lives:

Plant & machinery	25% Reducing balance method
-------------------	-----------------------------

Inventories

Finished goods inventories have been valued at the lower of cost and estimated selling price less costs to sell and comprise stocks of medals and badges.

Revenue Recognition

Turnover comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the company's activities. Turnover is shown net of sales/value added tax, returns, rebates and discounts.

The company recognises revenue when:

The amount of revenue can be reliably measured;
it is probable that future economic benefits will flow to the entity;
and specific criteria have been met for each of the company's activities.

Employees

Members and Directors of Audax United Kingdom Long Distance Cyclists' Association who are paid an honorarium for their services to the company are identified as employees in note 10.

Cash & cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

AUDAX UNITED KINGDOM LONG DISTANCE CYCLISTS' ASSOCIATION
NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 31 AUGUST 2017

Trade debtors

Trade debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

4 Tangible fixed assets

**Plant &
machinery**
£

At cost

Cost or valuation

At 1 September 2016

Additions

At 31 August 2017

Depreciation

Charge for the year

At 31 August 2017

Net book value

At 31 August 2017

-

2,900

2,900

725

725

2,175

5 Inventories

2017

£

2016

£

Finished goods

5,357

1,424

5,357

1,424

6 Debtors

2017

£

2016

£

Trade debtors

2,177

81

Accrued income and prepayments

3,981

3,262

6,158

3,343

AUDAX UNITED KINGDOM LONG DISTANCE CYCLISTS' ASSOCIATION
NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 31 AUGUST 2017

7 Creditors: amounts falling due within one year	2017	2016
	£	£
Trade creditors	7,364	1,469
Taxes and social security	2,571	1,066
Other creditors	21,899	22,381
Accruals	14,809	4,083
	<u>46,643</u>	<u>28,999</u>

Other creditors above are made up of members deferred subscriptions.

8 Creditors: amounts falling due after more than one year	2017	2016
	£	£
Other creditors	31,298	28,924

Other creditors above are made up of members deferred subscriptions.

9 Company limited by guarantee

The company is limited by guarantee and has no share capital.

Every member of the company undertakes to contribute to the assets of the company, in the event of a winding up, such an amount as may be required not exceeding £1.

10 Average number of employees

During the year the average number of employees was 29 (2016: 29).

**AUDAX UNITED KINGDOM LONG DISTANCE CYCLISTS' ASSOCIATION
DETAILED PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 AUGUST 2017**

	2017 £	2016 £
Turnover		
Fees	141,646	125,285
Cost of sales		
Other direct costs	84,798	89,110
Gross profit	56,848	36,175
Administrative expenses		
Travel and subsistence	3,260	5,841
Bank charges	2,974	2,595
Software	20,985	5,426
Depreciation	725	-
Bad debts	93	-
Sundry expenses	68	48
Accountancy fees	2,850	2,550
Advertising and PR	-	48
	30,955	16,508
Operating profit	25,893	19,667
Interest receivable		
Interest receivable	1,151	485
Profit on ordinary activities before taxation	27,044	20,152

**Audax United Kingdom Long Distance Cyclists' Association
Limited**

Detailed Profit & Loss account for the year ended 31st August 2017

This profit and loss is prepared for the use of the Directors only and does not form part of the statutory accounts

	2017	2016
	£	£
INCOME		
Membership subscriptions		
Renewals for 12 months	29,009	28,542
Renewals for 60 months	15,620	12,949
New members for 12 months	24,320	22,228
New members for 60 months	5,434	3,318
Temporary members	20,576	16,931
Overseas renewals for 12 months	1,052	1,799
Overseas renewals for 60 months	1,064	456
Overseas new members for 12 months	690	541
Overseas new members for 60 months	1,296	0
Household for 12 months	1,765	1,380
Household for 60 months	829	1,053
Life renewals for 12 months	3,213	2,103
Life renewals for 60 months	810	549
Overseas life renewals for 12 months	117	121
Overseas life renewals for 60 months	203	
Membership subscriptions	105,998	91,970
Events		
Validation (AUK)	5,295	11,388
Validation (ACP & LRM)	576	307
Brevet cards calendar events	8,210	6,361
Brevet cards permanent events	5,328	1,227
Medals & Badges	3,112	2,513
Events	22,521	21,796
Mileater	677	819
Reunion income	5,826	4,331
Event registration	3,330	3,686
Donations		
Donations	3,294	2,683
Arrivee advertisers	0	0
Donations	3,294	2,683
TOTAL SALES	141,646	125,285
DIRECT COSTS		
Membership administration	2,719	5,441
Arrivee magazine	33,284	31,565
Events		
Events office costs	264	219
Event support	0	0
Events	264	219
Brevet Card production	5,283	4,513
Medals & Badges	3,466	10,566
Validation	813	1,380
Affiliation	3,182	2,351
Venue hire and AGM costs	13,878	11,954
Retail	0	485
Honoraria		
Directors	5,572	5,572
Delegates	13,038	11,854
Honoraria	18,610	17,426
Insurance	3,299	3,210
DIRECT COSTS	84,798	89,110
GROSS PROFIT	56,848	36,175
ADMINISTRATIVE COSTS		
Computer software & systems costs	20,985	5,426
Sundry	68	48
Accountancy	2,850	2,550
Advertising, publicity & marketing	0	48
Bank charges	2,974	2,595
Committee travel & subsistence	3,260	5,841
Bad debts written off	93	
Depreciation	725	0
ADMINISTRATION	30,955	16,508
NET PROFIT BEFORE INTEREST AND TAX	25,893	19,667

Appendix 2: Minutes of the AGM 2015/16

Audax UK Long Distance Cyclists' Association Minutes of the Annual General Meeting 2015/16

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

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

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

He then asked members to join him in a short period of reflection in memory of members who had passed away since the last AGM. These included: Tony Smith (missed off the list last time), Graham Wanless, Brian Finch, Alan Lock, Lars Ericsson, Richard Ellis, Christopher Rimmer, Ron Carlton, Jon Worters, Peter Tyas, Scott Paterson, Alan Partridge, Alan Roblou, Paddy Timson, Bob Lowe, Harold Bridge and Paul Hickey.

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

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

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

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

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

2 TO RECORD APOLOGIES FOR ABSENCE.

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

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

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

APPROVED

4 MATTERS ARISING from the last meeting

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

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

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

Richard Jennings reported that the requirements definition phase was completed so they were in a good position but with more work to do.

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

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

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

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

5 TO CONSIDER DIRECTORS' REPORTS.

APPROVED

6 TO CONSIDER THE ANNUAL ACCOUNTS AND TREASURER'S RECOMMENDATIONS

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

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

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

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

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

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

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

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

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

IT WAS DULY NOTED THAT THE ACCOUNTS WERE APPROVED.

7 TO CONSIDER THE SPECIAL RESOLUTIONS

Chris Boulton, as returning officer, explained that he had a record of all proxy votes cast in advance and would add these to the votes in the meeting before announcing the result of each vote. The proxies present at the meeting had voting cards to represent the correct number of votes.

The Chair further explained that the resolutions before the meeting would be decided by majority vote in line with existing custom and practice. There would be an

opportunity to ask questions of the proposer of each resolution but thereafter, as this would not be discussion in committee, any debate would follow the custom and practice of AUK AGM's and generally accepted rules of debate. Each member would be able to speak once on each proposal, with the exception of proposers who would be afforded the right of reply to a debate. Members would retain the right to make points of order, information, and explanation. There was some resistance to this proposal from Dave Minter and Richard Painter who both felt that it was not in line with previous custom and practise.

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

Graeme Provan introduced the resolution and referred members to the notes

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

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

For	474
Against	2
Abstentions	13

RESOLUTION PASSED

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

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

For	474
Against	4
Abstentions	12

RESOLUTION PASSED

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

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

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

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

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

For	477
Against	8
Abstentions	6

RESOLUTION PASSED

Resolution 4: Amendment to AUK Regulation 13.1 regarding points

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

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

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

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

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

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

For	477
Against	5
Abstentions	9

RESOLUTION PASSED

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

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

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

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

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

For	477
Against	5
Abstentions	9

RESOLUTION PASSED

8 Election of Directors

1: General Secretary

No questions from the floor

For	478
Against	1
Abstentions	12

GRAEME PROVAN WAS DULY ELECTED

2: Events Services Director

No questions from the floor

For	477
Against	3
Abstentions	11

PETER LEWIS WAS DULY ELECTED

3: Permanent Events Secretary

No questions from the floor

For	483
Against	2
Abstentions	6

JOHN WARD WAS DULY ELECTED

4: IT Director

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

5: Non-Executive Directors (2 positions)

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

Position 1: John Sabine

No questions from the floor

For	409
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Against	7
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Abstentions	75
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JOHN SABINE WAS DULY ELECTED

Position 2: Dave Minter

No questions from the floor

For	392
-----	-----

Against	26
---------	----

Abstentions	73
-------------	----

DAVE MINTER WAS DULY ELECTED

9 Date and venue of next meeting: TBA

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

He further noted that those who had attended today's meeting had only a small influence on the total vote as so many proxy votes had been cast. The fact that the proxy vote numbers were higher than the previous postal vote numbers suggested that, overall, it was a success.

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

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

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

10 Close

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

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

The meeting closed at 13.50

Appendix 3: New Articles of Association

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
AUDAX UNITED KINGDOM LONG DISTANCE CYCLISTS ASSOCIATION
(Adopted by special resolution passed on [DATE] 2018)

Definitions and interpretation

1. Definitions and interpretation

1.1 In these Articles the following words and phrases shall have the following meanings unless the context otherwise requires:

Act	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
Articles	means these Articles of Association;
Audax UK	means Audax United Kingdom Long Distance Cyclists Association
AUK Regulations	means the regulations for officials and Members of Audax UK published by Audax UK and as amended from time to time.
Board	the board of Directors of Audax UK for the time being.
clear days	in relation to a period of notice means a period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
Chairman	the chairman of Audax UK appointed in accordance with Article 8;
Conflict	means a situation in which a Director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of Audax UK;
Director	means a director of Audax UK and includes any person occupying the position of director, by whatever name called;
document	includes, unless otherwise specified, any document sent or supplied in electronic form;
Due Date	the 1 st of January each year or such date as shall be notified to each Member;
electronic form	includes electronic means (for example, e-mail or fax) or any other means while in electronic form (for example, sending a disk through the post);
General Secretary	means any person appointed to perform the duties of the general secretary of Audax UK in accordance with Article 8;
Member	means an individual who is admitted to membership of Audax UK in accordance with the Articles;
Model Articles	means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229)
Objects	means the objects of Audax UK as set out in Article 2;
proxy notice	has the meaning given in Article 17;
writing	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on Audax UK.

1.3 All words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine.

1.4 Headings in the Articles are used for convenience only and shall not affect the construction or interpretation of the Articles.

1.5 The Model Articles shall apply to Audax UK, except in so far as they are modified or excluded by these Articles.

1.6 The following Model Articles shall not apply to Audax UK:

- 1.6.1 1 (Defined terms);
- 1.6.2 2 (Liability of Members);
- 1.6.3 5 (Delegation)
- 1.6.4 11(2) and (3) (Quorum for directors' meeting);
- 1.6.5 13 (Casting vote);
- 1.6.6 14 (1), (2), (3) and (4) (Conflicts of interest);
- 1.6.7 17(2) (Methods of appointing directors);
- 1.6.8 21 (Applications for membership);
- 1.6.9 22 (Termination of membership);
- 1.6.10 25 (Chairing Meetings)
- 1.6.11 31(1)(d) (Content of proxy notices); and
- 1.6.12 35 (Company seals);

1.7 Model Article 3 (Directors' general authority) shall be amended by the insertion of the words "in accordance with its objects" after the words "the management of the Company's business".

1.8 Model Article 7 (Directors to take decisions collectively) shall be amended by:

- 1.8.1 the insertion of the words "for the time being" at the end of Model Article 7(2)(a); and
- 1.8.2 the insertion in Model Article 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may".

2. Objects

2.1 Audax UK's Objects are:

- 2.1.1 to encourage, promote, develop and control the sport and pastime of non- competitive long distance cycling in all its forms amongst all sections of the community in the United Kingdom and throughout the world;
- 2.1.2 to support and encourage all forms of cycling which benefit the physical and mental well-being of the community;
- 2.1.3 to support and protect the interests of Audax UK's members, by all such lawful means as the duly appointed Board may from time to time think fit; and
- 2.1.4 where appropriate, to join, affiliate to, make donations to and/or guarantee the obligations of any person, charity or sporting body which further the Objects of Audax UK.

3. Powers

3.1 In pursuance of its Objects, Audax UK has the power to:

- 3.1.1 acquire by any means any property or rights whatsoever;
- 3.1.2 maintain, manage, improve, develop, turn to account, grant rights and privileges in respect of and otherwise deal with all or any part of the property and rights of Audax UK;
- 3.1.3 dispose of by any means the whole or any part of any undertaking, property and rights of Audax UK;
- 3.1.4 lend money or give credit to such persons and on such terms as may seem expedient and otherwise to invest and deal with the moneys of Audax UK;
- 3.1.5 borrow money and to secure by mortgage, charge or lien upon the whole or any part of Audax UK's undertaking and property (whether present or future) the discharge of any obligation of Audax UK or any other person;

- 3.1.6 give such indemnities as may seem expedient and to guarantee the performance of any obligation of any person;
- 3.1.7 draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- 3.1.8 remunerate any person, firm or company rendering service to Audax UK;
- 3.1.9 invest and deal with the monies of Audax UK not immediately required for the undertaking of Audax UK by placing upon deposit with a bank, building society or other body duly authorised to undertake banking business;
- 3.1.10 establish and subsidise or support any other association, and to subscribe or guarantee money or make payments for any charitable, benevolent, public, general or useful object;
- 3.1.11 pay out of the funds of Audax UK all expenses which it may lawfully pay with respect to its formation and registration;
- 3.1.12 amalgamate or merge with or acquire the whole or any part of the undertaking, assets and liabilities of any other body or person; and
- 3.1.13 to do all things as are necessary or conducive to the attainment of the above objects or any of them.

4. Winding Up

On the winding-up or dissolution of Audax UK, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members (except to a Member that qualifies under this Article) but shall be transferred to another body (charitable or otherwise) with objects similar to those of Audax UK. Such body to be determined by resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be made by resolution of the directors at or before the time of winding up or dissolution.

5. Guarantee

5.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of Audax UK in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:

- 5.1.1 payment of Audax UK's debts and liabilities contracted before he ceases to be a Member,
- 5.1.2 payment of the costs, charges and expenses of the winding up, and
- 5.1.3 adjustment of the rights of the contributors among themselves.

6. Application of income and property

6.1 The income and property of Audax UK shall be applied solely towards the promotion of the Objects.

6.2 None of the income or property of Audax UK may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to Members. This does not prevent a Member who is not also a Director receiving reasonable and proper remuneration for any goods or services rendered to Audax UK;

6.3 A Director:

- 6.3.1 shall be entitled to be paid reasonable out-of-pocket expenses properly incurred when acting on behalf of Audax UK;
- 6.3.2 may receive an indemnity from Audax UK in accordance with Model Article 38;
- 6.3.3 may benefit from insurance cover, including indemnity insurance, purchased at the expense of Audax UK;

subject thereto, no Director may receive any payment or other material benefit, directly or indirectly, from Audax UK unless the payment is expressly permitted in Article 6.4 below and the conditions set out in Article 6.5 are followed.

6.4 A Director may directly or indirectly receive fees, remuneration or other benefit in money or money's worth under a contract with Audax UK other than for acting as a Director;

6.5 The authority in Article 6.4 above is subject to the following conditions being satisfied:

- 6.5.1 the remuneration or other sums paid to or for the benefit of the Director do not exceed an amount which is reasonable in all the circumstances;
- 6.5.2 prior to any payment being made to the Director or for his benefit an appropriate written contract is concluded between the Director (or relevant person) and Audax UK containing the full details of his duties and obligations to Audax UK, the amount of remuneration or other sums payable to him and all other relevant terms and conditions and copies of all such contracts are retained by Audax UK for inspection by any authorised person;
- 6.5.3 the other Directors are satisfied that it is in the interests of Audax UK to contract with that Director (or relevant person) rather than with someone who is not a Director (or relevant person). In reaching that decision the Directors shall balance the advantage of contracting with the Director (or relevant person) against the disadvantages of doing so (including the loss of the Director's services as a result of dealing with the Director's conflict of interests);
- 6.5.4 the provisions of Article 5 below are observed in relation to any discussions of the Directors concerning that Director's interest, his entitlement to remuneration or other sums or any variation of his remuneration or other sums payable to him;

and, in this Article, where Article 6.4 applies in respect of a Director indirectly, a relevant person is a person (other than the Director) who proposes to enter into a contract with Audax UK under Article 6.4.

Directors

7. Directors' conflicts of interest

7.1 The Directors may, in accordance with the requirements set out in this Article, authorise any Conflict proposed to them by any Director which would, if not authorised, involve a Director (an Interested Director) breaching his duty under section 175 of the Act to avoid conflicts of interest.

7.2 Any authorisation under this Article 7 shall be effective only if:

- 7.2.1 the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors under the provisions of the Articles or in such other manner as the Directors may determine;
- 7.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
- 7.2.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.

7.3 Any authorisation of a Conflict under this Article 7 may (whether at the time of giving the authorisation or subsequently):

- 7.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
- 7.3.2 be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine; and
- 7.3.3 be terminated or varied by the Directors at any time, provided that this shall not affect anything done by the Interested Director prior to such termination or variation in accordance with the terms of the authorisation.

7.4 In authorising a Conflict the Directors may decide (whether at the time of giving the authorisation or subsequently) that if the Interested Director has obtained any information through his involvement in the Conflict otherwise than as a Director of Audax UK and in respect of which he owes a duty of confidentiality to another person the Interested Director is under no obligation to:

- 7.4.1 disclose such information to the Directors or to any other officer or employee of Audax UK;
- 7.4.2 use or apply any such information in performing his duties as a Director; where to do so would amount to a breach of that confidence.

7.5 Where the Directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the Interested Director:

- 7.5.1 is excluded from discussions (whether at meetings of Directors or otherwise) related to the Conflict;
- 7.5.2 is not given any documents or other information relating to the Conflict;
- 7.5.3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of Directors in relation to any resolution relating to the Conflict.

7.6 Where the directors authorise a Conflict:

- 7.6.1 the Interested Director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict;
- 7.6.2 the Interested Director will not infringe any duty he owes to Audax UK by virtue of sections 171 to 177 of the Act provided that he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation.

7.7 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to Audax UK for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors or by the Members in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

7.8 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with Audax UK:

- 7.8.1 may be a party to, or otherwise interested in, any transaction or arrangement with Audax UK or in which Audax UK is otherwise (directly or indirectly) interested;
- 7.8.2 shall be counted in the quorum and be entitled to vote for the purposes of any proposed decision of the Directors (or committee of directors) in respect of such contract or proposed contract in which he is interested;
- 7.8.3 shall be entitled to vote at a meeting of Directors (or of a committee of the Directors) or participate in any unanimous decision, in respect of such contract or proposed contract in which he is interested;
- 7.8.4 may act by himself or his firm in a professional capacity for Audax UK (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director;
- 7.8.5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which Audax UK is otherwise (directly or indirectly) interested; and
- 7.8.6 shall not, save as he may otherwise agree, be accountable to Audax UK for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

8. Appointment of Directors

8.1 Any person who is a Member, who is willing to act as a Director and is permitted by law to do so, may be appointed to be a Director:

8.1.1 by Ordinary Resolution save that if more than one candidate is nominated for the same 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; or

8.1.2 by a simple majority of all the Directors entitled to attend and vote at any meeting of the Directors.

8.2 No appointment of a Director, whether by Audax UK in general meeting or by the other Directors, may be made which would cause the number of Directors to exceed any number fixed as the maximum number of Directors.

8.3 Subject to Articles 9 and 10 a Director shall hold office until his retirement in accordance with Article 11.

8.4 Unless otherwise determined by Ordinary Resolution the minimum number of Directors shall be five and the maximum number of Directors shall be fourteen.

8.5 Unless otherwise determined by Ordinary Resolution the Board shall consist of the following posts:

- 8.5.1 Chairman;
- 8.5.2 General Secretary;
- 8.5.3 Finance Director;
- 8.5.4 Calendar Events Secretary;
- 8.5.5 Permanent Events Secretary;
- 8.5.6 Communications Director;
- 8.5.7 Membership Secretary; and
- 8.5.8 Events Services Director

(together Executive Directors)

plus two non-executive directors (Non-Executives)

8.6 A Director may not appoint an alternate director or anyone to act on his behalf at meetings of the Directors.

8.7 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 but will be entitled to attend and speak but not to vote at Board meetings.

8.8 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 Audax UK.

9. Removal of Directors

9.1 Audax UK may, by Ordinary Resolution of which special notice has been given to Audax UK in accordance with the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between Audax UK and such Director.

9.2 The Directors may remove any Director before the expiration of his period of office by a resolution at a meeting of the Directors passed by all the Directors (excluding the Director whose proposed removal is the subject of the resolution) provided that:

- 9.2.1 the Director proposed to be removed shall have received at least 14 clear days' notice in writing of the proposed resolution and the reasons for the proposal;
- 9.2.2 the Director or, at the option of the Director, the Director's representative, who need not be a Director or a Member, has been permitted to make representations to the meeting; and
- 9.2.3 the Directors passing the resolution determine that it is in the best interests of Audax UK to do so.

10. Disqualification or vacation of office of Directors

10.1 The office of Director shall be vacated if:

- 10.1.1 the Director ceases to be a Member;
- 10.1.2 the Director ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director;
- 10.1.3 the Director becomes bankrupt or makes any arrangement or composition with his creditors generally;
- 10.1.4 a registered medical practitioner who is treating the Director gives a written opinion to Audax UK stating that the Director has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- 10.1.5 a court makes an order which wholly or partly prevents the Director from personally exercising any powers or rights which he would otherwise have and the Directors resolve that his office be vacated;
- 10.1.6 the Director resigns his office by written notice to Audax UK provided at least five Directors remain in office after the resignation takes effect;
- 10.1.7 the Director is absent from all Directors' meetings without leave for six months and the Directors resolve that his office be vacated;
- 10.1.8 the Director is directly or indirectly interested in any contract with Audax UK and fails to declare the nature of his interest as required by the Act or the Articles and the Directors resolve that the office be vacated; or
- 10.1.9 the Director fails to agree to a reasonable request by the Directors for a Disclosure and Barring Service (DBS) check (or equivalent).

11. Retirement of Directors

11.1 A Director appointed by Ordinary Resolution of the Members under Article 8.1.1 shall retire:

- 11.1.1 in the case of the Executive Directors at the conclusion of the third AGM following their appointment; and
- 11.1.2 in the case of the Non-Executives at the conclusion of the first AGM following their appointment.

11.2 A Director appointed by simple majority of the Directors under Article 8.1.2 shall retire at the AGM following their appointment.

11.3 The Board will take steps to procure that elections for the positions of 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.

11.4 A person retiring from the office of Director shall be eligible for re-election.

11.5 If the Members fail to elect a person to replace a retiring Director, that Director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy.

12. Powers and duties of the Directors

12.1 Subject to the provisions of the Act and the Articles and to any directions given by special resolution of the Members, the business of Audax UK shall be managed by the Directors who may exercise all the powers of Audax UK.

12.2 No alteration of the Articles and no direction given by special resolution shall invalidate anything which the Directors have done before the making of the alteration or the passing of the resolution.

12.3 A Board meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

12.4 The Board shall have the power to make, vary and revoke rules, regulations, mechanisms and standing orders for the better administration of AUK and the furtherance of its objects including (but without limitation):

- 12.4.1 technical regulations;
- 12.4.2 rules to combat doping in cycle sport to ensure compliance with national and international rules relating to doping control;
- 12.4.3 appeals procedure;
- 12.4.4 rules for the promotion and organisation of championships;
- 12.4.5 mechanisms for co-ordinating the arrangement of and the date of fixtures of cycling events organised under Audax UK rules and guidelines; and
- 12.4.6 mechanisms for co-ordinating commercial activities of Audax UK.

13. Delegation by the Directors

13.1 The Directors may delegate any of their powers to any committee consisting of one or more Directors.

13.2 The Directors shall determine the terms of any delegation to such a committee and may impose conditions, including that:

- 13.2.1 the relevant powers are to be exercised exclusively by the committee to whom the Directors delegate;
- 13.2.2 no expenditure may be incurred on behalf of Audax UK except in accordance with a budget or other such criteria previously agreed with the Directors.

13.3 Subject to and in default of any other terms imposed by the Directors:

- 13.3.1 the members of a committee may, with the approval of the Directors, appoint such persons, not being Directors, as they think fit to be members of that committee, subject to such terms as the Directors may impose;
- 13.3.2 the chairman of each committee shall be appointed by the Directors each year;
- 13.3.3 a committee may meet and adjourn as it thinks proper;
- 13.3.4 questions arising at any meeting shall be determined by a majority of votes of the committee members present and eligible to vote under the terms of their appointment to the committee, and
- 13.3.5 in the case of an equality of votes the chairman of the committee shall have a second or casting vote;

and subject thereto committees to which the Directors delegate any of their powers shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the Directors.

13.4 The terms of any delegation to a committee shall be recorded in the minute book.

13.5 The Directors may revoke or alter a delegation.

13.6 All acts and proceedings of committees shall be recorded in the form of minutes and reported to the Directors fully and promptly.

14. Board Meetings

14.1 Subject to Article 14.2, the quorum for the transaction of business at a Board meeting is any five Directors.

14.2 For the purposes of any meeting (or part of a meeting) held pursuant to Article 7 to authorise a Conflict, if there is only one Director in office other than the Interested Director(s), the quorum for such meeting (or part of a meeting) shall be one Director.

14.3 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision:

- 14.3.1 to appoint further directors; or

14.3.2 to call a general meeting so as to enable the Members to appoint further directors.

14.4 The chairman of the meeting shall not be entitled to vote other than in a case of an equality of votes when he shall have a casting vote.

14.5 Article 14.4 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the chairman of the meeting has a Conflict for the purposes of that meeting (or part of a meeting).

14.6 Unless the Board determines otherwise, the Board shall meet not less than four times in any calendar year.

Membership

15. Membership of Audax UK

15.1 Membership of Audax UK is open to any individual of goodwill regardless of club or other affiliation who:

- 15.1.1 agrees to become a Member and to pay the appropriate subscription (or to ensure that it is paid on his behalf);
- 15.1.2 accepts that, as a Member, he will be a member of Audax UK;
- 15.1.3 applies to Audax UK in the form required by the Directors; and
- 15.1.4 is approved by the Directors.

15.2 An application to become a Member may be approved or rejected by the Directors and no applicant shall be admitted as a Member or to membership of Audax UK unless their application has been approved by the Directors.

15.3 The Directors may refuse to admit any person to membership of any kind, without assigning a reason for so doing.

15.4 Audax UK membership is not transferable.

15.5 Audax UK shall maintain registers of Members in accordance with the Act.

16. Classes of membership

16.1 The Directors may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions. Subject to and in default of any other classes being established by the Directors, the classes of membership, shall include but not be limited to:

- 16.1.1 Member;
- 16.1.2 Household Member; and
- 16.1.3 Life Member;

16.2 Eligibility for household Membership and life Membership shall be in accordance with the AUK Regulations.

17. Termination of membership

17.1 A person's membership of Audax UK terminates if:

- 17.1.1 the person dies;
- 17.1.2 the person retires as a Member by written notice to Audax UK;
- 17.1.3 the person has failed to pay the appropriate subscription within 30 days of the Due Date;
- 17.1.4 on giving the Member written notice by the Directors if, in the reasonable opinion of 2/3 of the Directors, the Member:
 - (a) is guilty of conduct which has or is likely to have a serious adverse effect on Audax UK or bring Audax UK or any or all of the Members and Directors into disrepute; or
 - (b) has acted or has threatened to act in a manner which is contrary to the interests of Audax UK as a whole; or

(c) has failed to observe the terms of these Articles or the AUK Regulations

Following such termination, the Member shall be removed from the Register of Members.

17.2 The notice to the Member given pursuant to Article 17.1.4 must provide the Member with the opportunity to be heard in writing or in person as to why their membership should not be terminated. The directors must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the directors to terminate the Membership of a Member.

Meetings of members

18. Annual general meeting

18.1 Audax UK shall each year hold a general meeting as its Annual General Meeting (AGM) in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it.

18.2 The AGM shall be held at such time (which shall normally be between November and March) and place as the Directors shall appoint.

18.3 The AGM shall be held for the purpose of:

- 18.3.1 considering the annual reports of the Board;
- 18.3.2 considering the income and expenditure account and balance sheet of Audax UK;
- 18.3.3 electing the Chairman and Directors in place of the retiring Chairman and Directors;
- 18.3.4 approving changes to the AUK Regulations;
- 18.3.5 where necessary, appointing Auditors and fixing their remuneration; and
- 18.3.6 transacting such other business permitted by these Articles of Association or the AUK Regulations as may be brought before it.

19. General meetings

19.1 The Directors may call general meetings.

19.2 On the requisition of Members pursuant to the Act the Directors shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any Member may call a general meeting in accordance with the provisions of the Act.

19.3 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 a General Meeting:

- 19.3.1 Resolutions must be submitted by members acting as proposer and seconder in writing to the General Secretary no later than 56 days prior to the date of the General Meeting or as specified in the notice for the meeting. The resolution may include a statement of no more than 1000 words. The resolutions will be advertised to members via the Audax UK website or extension thereof for review for a minimum of 21 days. During this period members may submit amendments to resolutions in the same manner as resolutions. Proposers of resolutions and/or amendments may similarly withdraw unamended resolutions and/or amendments, or otherwise combine, partition or otherwise redraft them so long as they continue to address the resolution's original subject.
- 19.3.2 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 of no more than 1000 words shall be sent in writing to the General Secretary to be received no later than 28 days prior to the date of the General Meeting at which election is proposed or as specified in the notice for the meeting. Members will receive notice

of the nominations no later than 21 days prior to the General Meeting or as specified in the notice for the meeting.

- 19.3.3 Members will receive notice of the resolutions and the nominations for the General Meeting no later than 21 days prior to the General Meeting or as specified in the notice for the meeting.

19.4 A returning officer (“Returning Officer”) will be appointed by the Board to oversee voting at the General Meeting. The Returning Officer may not be a proposer or seconder of any resolution of the General Meeting. The Returning Officer will maintain a register of Members voting by means of a proxy vote to facilitate the registration of Members who will cast their vote in person at the General Meeting, but will hold the proxy voting forms in personal confidence until such time as the votes are due to be cast for each resolution at the General Meeting. The Returning Officer may collate the voting forms personally, with the assistance of other Members and/or appoint a third party to provide that service. The Returning Officer will extend the obligations of confidentiality and independence described above to all those so engaged.

20. Notice of general meetings

20.1 General meetings shall be called by at least 14 clear days’ notice.

20.2 The notice shall specify the place, the day and the time of meeting, the general nature of the business to be transacted and a statement pursuant to the Act informing the Member of his rights regarding proxies.

20.3 Notice of general meetings shall be given in any manner authorised by these Articles to:

- 20.3.1 every Member except those Members who (having no registered address within the United Kingdom) have not supplied to Audax UK an address within the United Kingdom or an email address for the giving of notices to them;
 - 20.3.2 the auditor for the time being of Audax UK; and
 - 20.3.3 each Director.
- and no other person shall be entitled to receive notice of general meetings.

20.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

20.5 A Member present at any meeting of Audax UK either in person or by proxy shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

21. Proxies

21.1 Model Article 31(1)(d) shall be deleted and replaced with the words “is delivered to the company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate”.

21.2 Model Article 31(1) shall be amended by the insertion of the words “and a proxy notice which is not delivered in such manner shall be invalid” as a new paragraph at the end of that article.

22. Organisation at general meetings

22.1 Eight persons entitled to vote upon the business to be transacted, each being a Member, or a proxy for a Member, shall be a quorum.

22.2 There shall be a chairman of every general meeting:

- 22.2.1 The Chairman, if any, shall chair every general meeting of Audax UK.
- 22.2.2 In his absence the General Secretary, if any, shall act as chairman.
- 22.2.3 If at any meeting neither the Chairman nor the General Secretary is present within ten minutes after the time appointed for the holding of the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting.
- 22.2.4 If there is only one Director present and willing to act, he shall chair the meeting.

- 22.2.5 If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for the holding of the meeting, the Members present shall choose one of their number to chair the meeting.

Decisions of members

23. Votes of Members

- 23.1 On a vote on a resolution on a show of hands at a meeting, each Member present in person has one vote..
- 23.2 On a vote on a resolution on a poll taken at a meeting, every Member has one vote.
- 23.3 The chairman of the meeting shall not be entitled to vote while acting in such capacity save In the case of an equality of votes where the chairman of the meeting shall, (with the exception of Article 8 where the business concerns the election of the Chairman and the chairman of the meeting is one of the nominees for that office and in such circumstances the General Secretary shall instead have a second or casting vote), be entitled to a casting vote.

Communication

24. Means of communication

- 24.1 Subject to the Articles, Audax UK may deliver a notice or other document to a Member:
- 24.1.1 by delivering it by hand to an address as provided in accordance with paragraph 4 of schedule 5 to the Act;
 - 24.1.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address as provided in accordance with paragraph 4 of schedule 5 to the Act;
 - 24.1.3 by fax to a fax number notified by the Member in writing;
 - 24.1.4 in electronic form to an address notified by the Member in writing; or
 - 24.1.5 by a website, the address of which shall be notified to the Member in writing.
- 24.2 This Article does not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.

Appendix 4: Model Articles showing amendments from proposed Articles



*Annotated copy
of relevant
sections from:*

STATUTORY INSTRUMENTS

2008 No. 3229

COMPANIES

The Companies (Model Articles) Regulations 2008

Made	- - - -	16th December 2008
Laid before Parliament		17th December 2008
Coming into force	- -	1st October 2009

The Secretary of State makes the following Regulations in exercise of the powers conferred by section 19 of the Companies Act 2006(a)—

Citation and Commencement

1. These Regulations may be cited as the Companies (Model Articles) Regulations 2008 and come into force on 1st October 2009.

Model articles for private companies limited by shares

2. Schedule 1 to these Regulations prescribes the model articles of association for private companies limited by shares. *Redacted from this copy – not relevant*

Model articles for private companies limited by guarantee

3. Schedule 2 to these Regulations prescribes the model articles of association for private companies limited by guarantee.

Model articles for public companies

4. Schedule 3 to these Regulations prescribes the model articles of association for public companies. *Redacted from this copy – not relevant*

16th December 2008

Ian Pearson
Economic and Business Minister,
Department for Business, Enterprise and Regulatory Reform

(a) 2006 c.46.



SCHEDULE 2

Regulation 3

MODEL ARTICLES FOR PRIVATE COMPANIES LIMITED BY GUARANTEE

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise—

“articles” means the company’s articles of association;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“chairman” has the meaning given in article 12;

“chairman of the meeting” has the meaning given in article 25;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“member” has the meaning given in section 112 of the Companies Act 2006;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a directors’ meeting, has the meaning given in article 10;

“proxy notice” has the meaning given in article 31;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.



Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

Liability of members

2. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—

- (a) payment of the company's debts and liabilities contracted before he ceases to be a member;
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

3. Subject to the articles, the directors are responsible for the management of the company's business, in accordance with its objects for which purpose they may exercise all the powers of the company.

Members' reserve power

4.—(1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

5.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

6.—(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.



DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

7.—(1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.

(2) If—

- (a) the company only has one director, and for the time being
- (b) no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may for so long as he remains the sole director take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

Unanimous decisions

8.—(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

9.—(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

(2) Notice of any directors' meeting must indicate—

- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

10.—(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

- (a) the meeting has been called and takes place in accordance with the articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.



Quorum for directors' meetings

11.—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, ~~except a proposal to call another meeting.~~

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

- (a) to appoint further directors, or
- (b) to call a general meeting so as to enable the members to appoint further directors.

Chairing of directors' meetings

12.—(1) The directors may appoint a director to chair their meetings.

(2) The person so appointed for the time being is known as the chairman.

(3) The directors may terminate the chairman's appointment at any time.

(4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

13.—(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

14.—(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when—

- (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
- (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
- (b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
- (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.



(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

15. The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

16. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

Methods of appointing directors

17.—(1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—

- (a) by ordinary resolution, or
- (b) by a decision of the directors.

(2) In any case where, as a result of death, the company has ~~no members and no directors~~, the personal representatives of the last member to have died have the right, by notice in writing, to ~~appoint a person to be a director~~.

(3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

Termination of director's appointment

18. A person ceases to be a director as soon as—

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.



Directors' remuneration

- 19.—(1) Directors may undertake any services for the company that the directors decide.
- (2) Directors are entitled to such remuneration as the directors determine—
- (a) for their services to the company as directors, and
 - (b) for any other service which they undertake for the company.
- (3) Subject to the articles, a director's remuneration may—
- (a) take any form, and
 - (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- (4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- (5) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

Directors' expenses

20. The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—
- (a) meetings of directors or committees of directors,
 - (b) general meetings, or
 - (c) separate meetings of the holders of debentures of the company,
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Applications for membership

21. No person shall become a member of the company unless—
- (a) that person has completed an application for membership in a form approved by the directors, and
 - (b) the directors have approved the application.

Termination of membership

- 22.—(1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies or ceases to exist.



ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

23.—(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) A person is able to exercise the right to vote at a general meeting when—

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

24. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Chairing general meetings

25.—(1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

(2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

- (a) the directors present, or
- (b) (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

Attendance and speaking by directors and non-members

26.—(1) Directors may attend and speak at general meetings, whether or not they are members.

(2) The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

Adjournment

27.—(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

- (a) the meeting consents to an adjournment, or



- (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chairman of the meeting must—
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
 - (a) to the same persons to whom notice of the company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: general

28. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

Errors and disputes

29.—(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the chairman of the meeting whose decision is final.

Poll votes

30.—(1) A poll on a resolution may be demanded—

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by—
 - (a) the chairman of the meeting;
 - (b) the directors;
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if—
 - (a) the poll has not yet been taken, and
 - (b) the chairman of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.



Content of proxy notices

31.—(1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(d) is delivered to the company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate.

and a proxy notice which is not delivered in such manner shall be invalid

(2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(4) Unless a proxy notice indicates otherwise, it must be treated as—

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

32.—(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor’s behalf.



Amendments to resolutions

33.—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
- (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

(3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.



PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

34.—(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Company seals

35.—(1) Any common seal may only be used by the authority of the directors.

(2) The directors may decide by what means and in what form any common seal is to be used.

(3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature

(4) For the purposes of this article, an authorised person is—

- (a) any director of the company;
- (b) the company secretary (if any); or
- (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

36. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

Provision for employees on cessation of business

37. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

38.—(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—



- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
- (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that director as an officer of the company or an associated company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this article—

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a “relevant director” means any director or former director of the company or an associated company.

Insurance

39.—(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article—

- (a) a “relevant director” means any director or former director of the company or an associated company,
- (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.



EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations, made under section 19 of the Companies Act 2006 (c.46), prescribe model forms of articles of association for—

- (a) private companies limited by shares (regulation 2 and Schedule 1),
- (b) private companies limited by guarantee (regulation 3 and Schedule 2), and
- (c) public companies (regulation 4 and Schedule 3).

These model articles will automatically form the articles of association for companies formed under the Companies Act 2006 which, on their formation, either do not register their own articles of association with the registrar of companies under that Act, or, if they do so, do not exclude the model articles in whole or in part (section 20 of the 2006 Act). Other companies are free to adopt the model articles in whole or in part.

An Impact Assessment has not been produced for these Regulations as they have only a negligible impact on the costs of business, charities or voluntary bodies.

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