

# Audax UK Long Distance Cyclists' Association

## Minutes of the Annual General Meeting 2019/20

*Held via Zoom on 15 May 2021 at 12.00pm*

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

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

*Board Members Attending: Chris Crossland (Chair), Graeme Provan (General Secretary), John Ward (Permanent Events Secretary), Caroline Fenton (Membership Secretary), Nigel Armstrong (Finance Director and Returning Officer), Rob McIvor (Communications Director), Daniel Smith (Events Services Director and Recorder) Ian Hennessey (Calendar Events Secretary) and John Sabine (Non-Executive Director)*

*Other Members attending: Ged Lennox (Arrivee Managing Editor) Nick Wilkinson, Mel Armstrong, Stefan Eichenhseher, Chris Wilby, Dave Minter (UAF Delegate), Mike Hardiman, Susumu Furukubo, Lucy McTaggart, Keith Matthews, Michael Cawthorne, Andy Yates, John Hopper, Roger Lewis, Anton Brown and Kevin Hickman.*

He then asked members to join him in a short period of reflection in memory of the AUK members who had passed away since the last AGM. These included:

*Paul Denny, Tobias Bauer, Trevor Hughes, David Cane, Richard Frost, Stuart Cross, Andy Durber, Russell Pindar, Neville Cooke, John Sheard, Philip St John, Graham Jones, Roy Neve, Brian Wharton, Chris Hoyle, Norman Payne, Richard Gray, Geoff Bell, Eric Fletcher*

The Chair explained to the meeting that the AGM had been delayed in the hope that it might be able to be held in person. He asked those attending to bear with the Board, as this was the first time the AGM had been held virtually. He went on to explain that all those attending would be muted during the meeting until invited to speak but that everyone would be given the opportunity to speak at the appropriate time.

The Chair further explained that he was holding mandated proxy votes where he had no choice but to vote in line with the direction of the appointing members and also discretionary proxy votes where members had given him full discretion. He stated that he would listen to any debate before exercising those discretionary votes for the good of Audax UK. Voting would be conducted via poll votes.

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

Apologies had been received from:

Jennifer Crossland  
Mike Wigley  
Martin Stefan  
Stephen Poulton  
Anne Learmonth  
Richard Evans  
Dominic Trevett  
Peter Mastenko

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

Nigel Armstrong, 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. Save for the Chair, there was only one further proxy vote held by Caroline Fenton. He reminded those who had voted online not to vote again during the meeting.

**Result:-**

Nigel Armstrong declared that the Chair had:

469 mandated proxies to vote in favour of the resolution

3 mandated proxies to vote against the resolution

76 mandated proxies to abstain on the resolution

124 discretionary proxies

Nigel Armstrong further declared that the votes cast at the meeting were:

For – 19

Against - 0

Abstain - 0

**Nigel Armstrong therefore declared the following result:**

*For – 612*

*Against - 3*

*Abstain – 76*

*TOTAL VOTES CAST - 691*

*Approved*

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

None

**5) TO APPROVE THE ANNUAL REPORT.**

The Chair asked for any questions from the floor on the individual sections of the Annual Report.

Nick Wilkinson asked how many permanent events had been ridden by non-members. John Ward gave the response as 23.

Dave Minter asked about the projected total cost of the IT Refresh Project. Chris Crossland told him he would respond to him after the meeting.

Nick Wilkinson enquired about the Direct Debit scheme for memberships. Caroline Fenton explained it was working very well with over 1000 members using it.

Nick Wilkinson further enquired about the Stripe payment system. Caroline Fenton stated it had been in use for membership payments for some time and was already being used in about the same numbers as Paypal. Paypal had changed their operating processes by making it harder to use without opening an account. Stripe's fees are lower and it is easier to split payments. Generally AUK's Paypal integration for entries is not up to date but it is fully up to date for membership renewal.

Chris Crossland noted organisers were reporting increasing numbers of issues with Paypal.

Caroline Fenton reported the IT team were also looking at Apple Pay and Google Pay.

**Result:-**

Nigel Armstrong declared that the Chair had:

505 mandated proxies to vote in favour of the resolution

3 mandated proxies to vote against the resolution

39 mandated proxies to abstain on the resolution

125 discretionary proxies

Nigel Armstrong further declared that the votes cast at the meeting were:

For – 15

Against - 0

Abstain - 0

**Nigel Armstrong therefore declared the following result:**

*For – 645*

*Against - 3*

*Abstain – 39*

*TOTAL VOTES CAST - 687*

## **6) TO APPROVE THE ANNUAL ACCOUNTS AND FINANCE DIRECTORS RECOMMENDATIONS**

Nigel Armstrong presented the Accounts and Report to the meeting. He explained that in his view AUK was in a good position.

Nick Wilkinson asked about the number of rides and fees and what effect non-member fees had on overall revenue. Nigel Armstrong said he believed it was fairly marginal but that he did not have exact numbers to hand.

Matthew Cawthorne asked about AUK's financial objectives.

Nigel Armstrong replied that the objectives were based on supporting AUK's strategy. The major cost at present was the IT Refresh Project which needed reserves to support that project while still funding ongoing activities.

Matthew Cawthorne asked if the AUK strategy was available. Chris Crossland confirmed it was published on the website.

Anton Brown asked how much of the £3 temporary membership fee was paid across to AUK's insurers. Nigel Armstrong confirmed the money went into AUK's general income. Chris Crossland explained that, under the terms of AUK's insurance policy, all riders had to be members even if only temporarily.

Dave Minter stated he believed the policy on reserves was based on being able to cover one year of AUK's expenses. Nigel Armstrong explained the position had been complicated somewhat by COVID but the figure for general expenses was £44k per annum and he believed two years' expenses was a more prudent position on reserves.

Dave Minter noted there was £173k of reserves. He asked if the amount remaining, having deducted two years of expenses, was earmarked for the IT Refresh Project

and if that was the projected budget. Nigel Armstrong confirmed that he anticipated something around that figure for Phase III.

Dave Minter asked how much confidence there was in that budget. Nigel Armstrong explained the detailed work on budgeting for Phase III was ongoing.

**Result:-**

Nigel Armstrong declared that the Chair had:

495 mandated proxies to vote in favour of the resolution

4 mandated proxies to vote against the resolution

47 mandated proxies to abstain on the resolution

126 discretionary proxies

Nigel Armstrong further declared that the votes cast at the meeting were:

For – 17

Against - 0

Abstain - 0

**Nigel Armstrong therefore declared the following result:**

*For – 638*

*Against - 4*

*Abstain – 47*

*TOTAL VOTES CAST - 938*

Approved

**7) TO CONSIDER RESOLUTIONS**

The Chair explained that the first resolution before the meeting would be decided by majority vote but that the second resolution would require 75% of those voting to vote in favour as it involved a change to the articles of association. Voting would be conducted via poll votes as the number of proxy votes held greatly exceeded the number of votes available in the room. 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.

**Resolution 1:**

Resolution: to amend Regulation 1.2.1 of Audax UK's Awards Regulations to read:

*1.2.1 The season for trophies and awards is the 12 month period from 1 November to the following 31 October unless otherwise specified.*

Nick Wilkinson noted that some events which used to be at the start of the season would now be at the end of the season.

**Result:-**

Nigel Armstrong declared that the Chair had:

524 mandated proxies to vote in favour of the resolution

7 mandated proxies to vote against the resolution

18 mandated proxies to abstain on the resolution

123 discretionary proxies

Nigel Armstrong further declared that the votes cast at the meeting were:

For – 22

Against - 0

Abstain - 0

**Nigel Armstrong therefore declared the following result:**

*For – 669*

*Against - 7*

*Abstain – 18*

*TOTAL VOTES CAST - 694*

Resolution passed

**Resolution 2:**

**Resolution:** to amend the Company's Articles of Association by the deletion of Article 19.3 and its replacement with the following:

*19.3 Members may give written notice to the General Secretary of any resolution in addition to those originating from the Board which may properly be moved and is intended to be moved by those Members at a General Meeting or nominations including nominations for Directors, patrons and vice presidents as follows:*

*19.3.1 Special or Ordinary Resolutions of the Company and any resolutions to alter the AUK Regulations must be submitted by a proposer and seconder and supported in writing by not fewer than 25 Members.*

*19.3.2 Any other resolutions may be submitted by Members acting as proposer and seconder.*

*19.3.3 Resolutions should be submitted 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 and discussion for a minimum of 21 days. During this period proposers of resolutions may withdraw or amend resolutions so long as they continue to address the resolution's original subject.*

*19.3.4 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.*

*19.3.5 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.*

Andy Yates questioned why the threshold had been set at 25.

Rob McIvor explained that it was lower than many similar associations and that he felt it was a high enough number to ensure that there was some engagement with a proposal without it being too high to discourage that engagement.

Dave Minter suggested a sledgehammer was being applied to crack a nut.

Graeme Provan explained the previous position had left AUK vulnerable to frivolous or vexatious proposed changes to its fundamental rules and that such proposals had caused issues in the recent past.

Nick Wilkinson observed his running club had removed their threshold only to reinstate it shortly afterwards.

Dave Minter stated he believed the proposal to be absurd as, to his knowledge, only one such resolution had ever been passed.

Nick Wilkinson noted that, since the advent of online voting, the meeting itself had become less effective which may tend towards possible voting in favour of resolutions.

Graeme Provan explained that the previous online voting site suppliers had provided what he felt had been a good solution whereby voting members were directed to the arguments for and against before being able to vote. Nevertheless he believed the potential for damage to AUK whether by passing harmful resolutions or by the mere threat of proposing them was such that some form of threshold was desirable.

Stefan Eichenseher suggested limiting the number of resolutions that can be put forward to any AGM.

**Result:**

Nigel Armstrong declared that the Chair had:

477 mandated proxies to vote in favour of the resolution

11 mandated proxies to vote against the resolution

55 mandated proxies to abstain on the resolution

129 discretionary proxies

Nigel Armstrong further declared that the votes cast at the meeting were:

For – 10

Against - 2

Abstain - 0



**Nigel Armstrong therefore declared the following result:**

*For – 616*

*Against - 13*

*Abstain – 55*

*TOTAL VOTES CAST - 684*

Resolution passed

## **8. ELECTION OF DIRECTORS**

The Chair explained that it was his custom to abstain on elections where he held discretionary proxy votes.

### **1: Chair – sole nominee Chris Crossland**

Graeme Provan took the chair of the meeting and asked Chris Crossland if he wished to say anything in support of his election.

Chris Crossland commented that it had been a privilege to serve as AUK's chair so far.

No questions from the floor

### **Result:**

Nigel Armstrong declared that the Chair had:

561 mandated proxies to vote for the candidate

13 mandated proxies to vote against the candidate

0 mandated proxies to abstain on the election

98 discretionary proxies

Graeme Provan confirmed he would exercise the discretionary proxies as abstaining.

Nigel Armstrong further declared that the votes cast at the meeting were:

For – 15

Against - 1

Abstain - 0

**Nigel Armstrong therefore declared the following result:**

*For – 576*

*Against - 14*

*Abstain – 98*

*TOTAL VOTES CAST - 688*

Chris Crossland was duly elected.

## **2: Permanent Events Secretary – sole nominee John Ward**

Chris Crossland took the chair of the meeting. He explained that due to an error on the part of the board, the post had not been put to the previous AGM. John Ward had been re-appointed by the Board and that appointment would now be put to the members for ratification.

Nigel Armstrong declared that the Chair had:

569 mandated proxies to vote for the candidate

5 mandated proxies to vote against the candidate

0 mandated proxies to abstain on the election

98 discretionary proxies

Nigel Armstrong further declared that the votes cast at the meeting were:

For – 14

Against – 0

Abstain – 98

**Nigel Armstrong therefore declared the following result:**

*For – 583*

*Against – 5*

*Abstain – 98*

*TOTAL VOTES CAST - 686*

John Ward was duly elected.

**3. Event Services and Recorder - sole nominee Daniel Smith**

Chris Crossland explained that, in the absence of any candidates for the post at the previous AGM, Daniel Smith had been appointed by the Board after the AGM and that appointment would now be put to the members for ratification.

Nigel Armstrong declared that the Chair had:

564 mandated proxies to vote for the candidate

7 mandated proxies to vote against the candidate

0 mandated proxies to abstain on the election

101 discretionary proxies

Nigel Armstrong further declared that the votes cast at the meeting were:

For – 15

Against – 0

Abstain – 101

**Nigel Armstrong therefore declared the following result:**

*For – 579*

*Against – 7*

*Abstain – 101*

*TOTAL VOTES CAST - 687*

Daniel Smith was duly elected.

**4. Membership Secretary – sole nominee Caroline Fenton**

Nigel Armstrong declared that the Chair had:

568 mandated proxies to vote for the candidate

6 mandated proxies to vote against the candidate

0 mandated proxies to abstain on the election

98 discretionary proxies

Nigel Armstrong further declared that the votes cast at the meeting were:

For – 16

Against – 0

Abstain – 98

**Nigel Armstrong therefore declared the following result:**

*For – 584*

*Against – 6*

*Abstain – 98*

*TOTAL VOTES CAST – 688*

Caroline Fenton was duly elected.

#### **5. Non-executive Director – Post 1 – sole nominee Andy Yates**

Chris Crossland noted the retirement of the current non-executive directors. Martin Stefan was now living in New Zealand and he thanked him for his contribution to the work of the Board.

John Sabine had been a non-executive director since the post was first introduced and had served temporarily as General Secretary. Chris Crossland thanked him for his many years of service to AUK.

Dave Minter explained he had previously served as a non-executive director and asked this year's candidates to keep a critical eye on the Board. Andy Yates confirmed he was aware of his role.

#### **Result:**

Nigel Armstrong declared that the Chair had:

557 mandated proxies to vote for the candidate

9 mandated proxies to vote against the candidate

0 mandated proxies to abstain on the election

106 discretionary proxies

Nigel Armstrong further declared that the votes cast at the meeting were:

For – 13

Against - 0

Abstain - 106

**Nigel Armstrong therefore declared the following result:**

*For – 570*

*Against - 9*

*Abstain – 106*

*TOTAL VOTES CAST - 685*

Andy Yates was duly elected.

**6: Non-executive Director – Post 2 – sole nominee Lucy McTaggart**

Lucy McTaggart stated she felt she could contribute as someone with practical experience of running events.

**Result:**

Nigel Armstrong declared that the Chair had:

571 mandated proxies to vote for the candidate

7 mandated proxies to vote against the candidate

0 mandated proxies to abstain on the election

94 discretionary proxies

Nigel Armstrong further declared that the votes cast at the meeting were:

For – 16

Against - 0

Abstain - 0

**Nigel Armstrong therefore declared the following result:**

*For – 587*

*Against - 7*

*Abstain – 94*

*TOTAL VOTES CAST - 688*

Lucy McTaggart was duly elected.

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

To be agreed but likely to be Birmingham on 5th February 2022.

**10. Close**

The Chair thanked everyone for attending and thanked the board, delegates, organisers and everyone else who had contributed to AUK for their hard work.

Nick Wilkinson, on behalf of the members, thanked the board, delegates, organisers and everyone else who gave their time to AUK for their contribution to AUK.

The meeting closed at 13.45