

# Audax UK Long Distance Cyclists' Association

## Minutes of the Annual General Meeting 2020/21

*Held via Zoom on 12 February 2022 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 and Returning Officer), Caroline Fenton (Membership Secretary), Nigel Armstrong (Finance Director), Daniel Smith (Events Services Director and Recorder) Ian Hennessey (Calendar Events Secretary) and Andy Yates (Non-Executive Director)*

*Other Members attending: Mel Armstrong, Lucy McTaggart, Chris Wilby, Anton Brown, Mike Warren, Peter Davis (Awards Secretary), Dan Campbell, Denise Hughes, Paulina Luchowska, Bill Evans, Christian Fruh, Andy Utley and Barry Drinkwater.*

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:

Damon Peacock

Chris Davies

John Cheesmond

Bob Friend

Richard Viney

Mick McGovern

Stephen Rogers

Dennis Mawby

Raymond Tucker

Scott Davis

The Chair explained to the meeting that it had been hoped the AGM could have been held in person but that the arrangements had been made in December at the outset

of the Omicron wave. He very much hoped the next AGM would see a return to real meetings.

He went 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.

John Ward, 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. He reminded those who had voted online not to vote again during the meeting.

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

Apologies had been received from:

Jennifer Crossland  
Mike Wigley  
Rob McIvor  
John Banks  
Sarah Britton  
Tony Hull  
E Russell

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

### **Result:-**

John Ward declared that the Chair had:

335 mandated proxies to vote in favour of the resolution

1 mandated proxies to vote against the resolution

48 mandated proxies to abstain on the resolution

211 discretionary proxies

There were 3 further mandated proxies in favour of the resolution and 2 further discretionary proxies.

John Ward further declared that the votes cast at the meeting were:

For – 13

Against - 0

Abstain - 0

**John Ward therefore declared the following result:**

*For – 563*

*Against - 1*

*Abstain – 48*

*TOTAL VOTES CAST - 612*

*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.

**Result:-**

John Ward declared that the Chair had:

355 mandated proxies to vote in favour of the resolution

1 mandated proxy to vote against the resolution

34 mandated proxies to abstain on the resolution

204 discretionary proxies

There were 3 further mandated proxies in favour of the resolution and 2 further discretionary proxies.

John Ward further declared that the votes cast at the meeting were:

For – 13

Against - 0

Abstain - 0

**John Ward therefore declared the following result:**

*For - 577*

*Against - 1*

*Abstain – 34*

*TOTAL VOTES CAST - 612*

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

Nigel Armstrong presented the Accounts and Report to the meeting. He noted there was a typo in the narrative but that all the figures were correct. He explained that in his view AUK was in a good position.

Chris Crossland noted COVID had not had too deleterious an effect on AUK's finances but that they would have been far healthier if not for COVID.

### **Result:-**

John Ward declared that the Chair had:

350 mandated proxies to vote in favour of the resolution

1 mandated proxy to vote against the resolution

34 mandated proxies to abstain on the resolution

126 discretionary proxies

There were 3 further mandated proxies in favour of the resolution and 2 further discretionary proxies.

John Ward further declared that the votes cast at the meeting were:

For – 14

Against - 0

Abstain - 0

**John Ward therefore declared the following result:**

*For – 578*

*Against - 1*

*Abstain – 34*

*TOTAL VOTES CAST - 613*

Approved

## **7) TO CONSIDER RESOLUTIONS**

The Chair explained that the resolutions before the meeting would be decided by majority vote. 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:**

To delete Appendix 8.1.2 in the Events Regulations in its entirety and replace it with the following:

8.1.2 Entry fees are neither refundable nor transferable where a rider withdraws from an event

Graeme Provan explained the previous regulation had implied that no refunds would be payable in any circumstances. In fact, the position was more nuanced than that and this had been brought sharply into focus with the cancellations during the pandemic.

Mike Warren said he could see exactly why the change had been brought forward. Chris Wilby was concerned organisers may not be able to recover fixed costs if they had to refund entry fees rather than, say, postpone them. Graeme Provan explained that was there were no hard and fast rules around cancellation rather than rider withdrawal.

**Result:-**

John Ward declared that the Chair had:

457 mandated proxies to vote in favour of the resolution

25 mandated proxies to vote against the resolution

13 mandated proxies to abstain on the resolution

99 discretionary proxies

There were 5 further mandated proxies in favour of the resolution.

John Ward further declared that the votes cast at the meeting were:

For – 13

Against - 0

Abstain - 0

**John Ward therefore declared the following result:**

*For – 574*

*Against - 25*

*Abstain – 13*

*TOTAL VOTES CAST - 612*

Resolution passed

***Resolution 2:***

That Audax UK continue to award the Peter Tandy trophy.

Mike Warren (proposer) noted there had been plenty of legitimate discussion on this topic since it had been raised. He had spoken to a number of members about it and felt the decision should be opened for discussion within the membership and decided by the members rather than be left to a board decision which he thought had led to a rather rushed withdrawal.

He accepted there were issues around safeguarding but believed if there were genuine safety concerns they should be put to external consultants.

Chris Crossland noted the board had the power to change matters outside the Articles and Regulations.

Graeme Provan asked Mike Warren what outcome he wanted if the award was reinstated.

Mike Warren explained he did not want to see the award reinstated and then forgotten about. He wanted to see younger members and their parents involved in the process.

Dan Smith noted his main concern had been around the award being based on one success rather than who might be discouraged. He had seen various pieces of research about the physical and mental impact of endurance sports but mainly running.

Paulina Luchowska countered the suggestion the award could encourage a race to the bottom noting the award had been made to a variety of differently aged riders during its history.

Chris Wilby believed his own children would have been more encouraged by individual medals rather than one award. He failed to see how it encouraged young riders generally.

Mike Warren said he would be willing to take the lead on a consultation process with the membership if the resolution was passed.

Chris Crossland clarified that a vote in favour of the resolution was a vote to reinstate the award in its current form.

**Result:**

John Ward declared that the Chair had:

328 mandated proxies to vote in favour of the resolution

89 mandated proxies to vote against the resolution

37 mandated proxies to abstain on the resolution

140 discretionary proxies

There were 4 further mandated proxies in favour of the resolution and 1 against.

John Ward further declared that the votes cast at the meeting were:

For – 6

Against - 5

Abstain - 0

**John Ward therefore declared the following result:**

*For – 338*

*Against - 235*

*Abstain – 37*

*TOTAL VOTES CAST - 610*

Resolution passed

## **8. ELECTION OF DIRECTORS**

### **1: Finance Director – sole nominee Nigel Armstrong**

No questions from the floor

#### **Result:**

John Ward declared that the Chair had:

454 mandated proxies to vote for the candidate

5 mandated proxies to vote against the candidate

0 mandated proxies to abstain on the election

133 discretionary proxies

There were 4 further mandated proxies in favour of the resolution and 1 further discretionary proxy.

John Ward further declared that the votes cast at the meeting were:

For – 10

Against - 0

Abstain - 0



**John Ward therefore declared the following result:**

*For – 602*

*Against - 5*

*Abstain –*

*TOTAL VOTES CAST - 607*

Nigel Armstrong was duly elected.

## **2: Communications Director – no nominations**

Chris Crossland thanked Rob McIvor for all his hard work during his tenure. He felt Rob had left a fine legacy for his successor with the excellence of his work.

He appealed for volunteers to come forward.

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

Chris Crossland explained he would not exercise his discretionary votes as was his custom.

### **Result:**

John Ward declared that the Chair had:

445 mandated proxies to vote for the candidate

6 mandated proxies to vote against the candidate

0 mandated proxies to abstain on the election

There were 4 further mandated proxies in favour of the resolution and 1 further discretionary proxy.

John Ward further declared that the votes cast at the meeting were:

For – 11

Against - 0

Abstain - 0

**John Ward therefore declared the following result:**

*For – 461*

*Against - 6*

*Abstain –*

*TOTAL VOTES CAST - 467*

Andy Yates was duly elected.

**6: Non-executive Director – Post 2 – no nominations**

Chris Crossland noted the healthy attendance at the AGM which suggested there was plenty of interest in AUK. He stated that having another non-executive director was important as AUK's continuing growth would bring further developments and, most notably, the possibility of using paid staff to undertake certain roles as the membership grew beyond the capacity of the current board and delegates.

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

To be agreed but likely to be Birmingham on 8th February 2023.

**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.

The meeting closed at 13.45