

Audax UK Long Distance Cyclists' Association Minutes of the Annual General Meeting 2024/25

Approved at board meeting on 26/02/2026

Held online (via Zoom) on 18th February 2026 at 19:00.

1) To record the names of those present at the meeting

The Chair welcomed everyone to the meeting.

Board Members attending:

Andy Cox (Chair), Nigel Armstrong (Finance Director), Caroline Fenton (Membership Secretary), Ian Hennessey (Calendar Events Secretary), Grant Huggins (Events Services Director and Recorder), Arabella Maude (Non-Executive Director), John Ward (Permanent Events Secretary), Andy Yates (General Secretary), Anne Young (Non-Executive Director).

Other Members attending:

Tim Cole, Chris Crossland, Kevin Daffey, Peter Davis, Liam FitzPatrick, Kevin Hickman, Darryl Lidford, Ian Lyons, Dick McTaggart, Lucy McTaggart, Gregg Pedder, Gideon Rabinowitz, Chris Regan, Paul Stewart, Matthew Taylor, John Thompson, Mel Armstrong.

The Chair 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 include:
Peter Aldridge, Jon Banks, Ray Kelly, Fred Popplewell, Sam Roberts, Gordon Hart, Ray Lumb, Richard Higgs, Peter Evans, Barry Carlino, Tony Briggs, Fiona Grant, Richard Haigh.

2) To record apologies for absence

Apologies had been received from:
Phil Wood.

3) To approve the minutes of the last AGM as a true record of that meeting

Prior to introducing the approval of the minutes of the last AGM, the Chair explained the voting procedure for the meeting.

John Ward acted as the Returning Officer.

For each vote, the order was firstly for members at the meeting casting their votes, then for members acting as proxies at the meeting, and finally the Chair casting their mandated and discretionary proxy votes. The Chair explained that he would cast the discretionary votes for the good of Audax UK and its members. The results were then be declared.

Members voting at the meeting were asked to raise their hand at the appropriate time for their votes to be counted and added to the totals. Members who had voted online in advance of the meeting did not vote again during the meeting.

The Chair asked for any questions or comments from the floor on the minutes of the last AGM. No questions or comments were raised.

Result:

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

- 5 votes for the resolution.
- 0 votes against the resolution.

John Ward declared that the Chair had 374 discretionary proxy votes.

The Chair declared that their discretionary proxy votes be cast in favour of the resolution.

John Ward therefore declared the following result (incorporating the mandated proxy votes received from the online voting):

- 892 votes for the resolution.
- 1 vote against the resolution.
- 74 abstentions on the resolution.
- 893 total votes cast.

The minutes of the last AGM were approved.

4) Matters arising from the last meeting (AGM 2023/24).

None

5) To approve the Annual Report

The Chair asked for any questions or comments from the floor on the individual sections of the Annual Report. No questions or comments were raised.

Result:

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

- 5 votes for the resolution.
- 0 votes against the resolution.

John Ward declared that the Chair had 367 discretionary proxy votes.

The Chair declared that their discretionary proxy votes be cast in favour of the resolution.

John Ward therefore declared the following result (incorporating the mandated proxy votes received from the online voting):

- 907 votes for the resolution.
- 0 votes against the resolution.
- 60 abstentions on the resolution.
- 907 total votes cast.

The Annual Report was approved.

6) To approve the Annual Accounts and the Finance Director's recommendations

Nigel Armstrong provided a brief overview of the Annual Accounts saying that Audax UK has had a good year financially and Audax UK is in a good place.

The Chair asked for any questions or comments from the floor on the Annual Accounts. No questions or comments were raised.

Result:

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

- 5 votes for the resolution.
- 0 votes against the resolution.

John Ward declared that the Chair had 375 discretionary proxy votes.

The Chair declared that their discretionary proxy votes be cast in favour of the resolution.

John Ward therefore declared the following result (incorporating the mandated proxy votes received from the online voting):

- 900 votes for the resolution.
- 1 vote against the resolution.
- 61 abstentions on the resolution.
- 901 total votes cast.

The Annual Accounts and the Finance Director's recommendations were approved.

7) To consider Special Resolution 1: Articles of Association

Proposer: AUK Board

Resolution 1:

That Articles of Association be amended (*refer to Annex 1 of these minutes for the full draft text of the proposed amended Articles*).

The Chair noted that this is a Special Resolution (as it proposes to amend the Articles of Association) and hence requires a majority of not less than 75% of votes cast to pass.

The Chair asked for any questions or comments from the floor on Resolution 1. No questions or comments were raised.

Result:

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

- 4 votes for the resolution.
- 0 votes against the resolution.

John Ward declared that the Chair had 361 discretionary proxy votes.

The Chair declared that their discretionary proxy votes be cast in favour of the resolution.

John Ward therefore declared the following result (incorporating the mandated proxy votes received from the online voting):

- 893 votes for the resolution representing 98% of the votes cast.
- 16 votes against the resolution.
- 50 abstentions on the resolution.
- 909 total votes cast.

The special resolution was therefore passed.

8) To consider the Ordinary Resolutions

a) Resolution 2

Proposer: AUK Board

Resolution 2:

That the Event Regulations; Regulations for all AUK Events be amended with the addition of the following appendix to Regulation 7.3:

7.3.2 To achieve validation of calendar events, a rider must ride from the start of the event route, pass through the intermediate controls, and arrive at the event finish within the required time limits.

The Chair asked for any questions or comments from the floor on Resolution 2. No questions or comments were raised.

Result:

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

- 4 votes for the resolution.
- 0 votes against the resolution.

John Ward declared that the Chair had 164 discretionary proxy votes.

The Chair declared that their discretionary proxy votes be cast in favour of the resolution.

John Ward therefore declared the following result (incorporating the mandated proxy votes received from the online voting):

- 939 votes for the resolution.
- 19 votes against the resolution.
- 16 abstentions on the resolution.
- 958 total votes cast.

The resolution was therefore passed.

b) Resolution 3

Proposer: AUK Board

Resolution 3:

That the BP Event Regulations be amended with the following revision to Regulation 3:
3 *BP events may be of any distance up to 199 km.*

The Chair asked for any questions or comments from the floor on Resolution 3.

Kevin Hickman spoke to oppose the resolution. He noted that a lot of the AGM Resolutions focus on protecting the status of the Randonneur and Randonneur events and whilst separating BP events, this resolution prevents the opportunity to develop them further. He quoted the first Object of Audax UK's Articles of Association, namely that Audax UK should '*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*'. He stated that he believes that through the proposed resolution Audax UK is not meeting this objective, and that the proposed resolution is specifically not encouraging or promoting long distance cycling. His view is that BP events are there for those that can't ride that fast, and that this resolution is not focused on long-distance cycling, but faster long-distance cycling. He suggested that the Audax UK Board should reconsider and include long-distance BP events.

No further questions or comments were raised.

Result:

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

- 2 votes for the resolution.
- 2 votes against the resolution.

John Ward declared that the Chair had 170 discretionary proxy votes.

The Chair declared that their discretionary proxy votes be cast in favour of the resolution.

John Ward therefore declared the following result (incorporating the mandated proxy votes received from the online voting):

- 867 votes for the resolution.
- 56 votes against the resolution.
- 45 abstentions on the resolution.
- 923 total votes cast.

The resolution was therefore passed.

c) Resolution 4

Proposer: AUK Board

Resolution 4:

That the Awards Regulations be amended be amended with the addition of the following appendix to Regulation 1.1:

1.1.3 AUK distance points are awarded as either:

(i) BP points: For events categorised as BP; or,

(ii) BR&RM points: For events categorised as BR, BRM, or RM and those validated by ACP and LRM.

The Chair asked for any questions or comments from the floor on Resolution 4. No questions or comments were raised.

Result:

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

- 2 votes for the resolution.
- 0 votes against the resolution.

John Ward declared that the Chair had 198 discretionary proxy votes.

The Chair declared that their discretionary proxy votes be cast in favour of the resolution.

John Ward therefore declared the following result (incorporating the mandated proxy votes received from the online voting):

- 903 votes for the resolution.
- 36 votes against the resolution.
- 33 abstentions on the resolution.
- 939 total votes cast.

The resolution was therefore passed.

d) Resolution 5

Proposer: AUK Board

Resolution 5:

That the Awards Regulations be amended be amended with the addition of the following appendix to Regulation 1.1:

1.1.4 Claims for awards (if not automatically awarded) must be made within 2 calendar years of the date of the last event ridden towards such award.

The Chair asked for any questions or comments from the floor on Resolution 5. No questions or comments were raised.

Result:

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

- 4 votes for the resolution.
- 0 votes against the resolution.

John Ward declared that the Chair had 198 discretionary proxy votes.

The Chair declared that their discretionary proxy votes be cast in favour of the resolution.

John Ward therefore declared the following result (incorporating the mandated proxy votes received from the online voting):

- 903 votes for the resolution.
- 45 votes against the resolution.
- 24 abstentions on the resolution.
- 948 total votes cast.

The resolution was therefore passed.

e) Resolution 6

Proposer: AUK Board

Resolution 6:

That the Awards Regulations be amended with the following revision of existing appendix 1.1.3 to Regulation 1.1:

1.1.3 Members who ride and appear on the result sheet of an official 24-hour time trial road ride organised under the rules of Cycling Time Trials or any successor body, may claim within 4 weeks of published results of the event, 1 BR&RM point for every 100 km ridden in that event to a maximum of 7 points provided the member covers a minimum distance of 360km. Subject to a claim being made by the Member, such points will count towards Audax UK individual and club awards for the Audax UK season within which the 24-hour ride occurs.

The Chair asked for any questions or comments from the floor on Resolution 6. No questions or comments were raised.

Result:

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

- 3 votes for the resolution.
- 0 votes against the resolution.

John Ward declared that the Chair had 256 discretionary proxy votes.

The Chair declared that their discretionary proxy votes be cast in favour of the resolution.

John Ward therefore declared the following result (incorporating the mandated proxy votes received from the online voting):

- 886 votes for the resolution.
- 29 votes against the resolution.
- 54 abstentions on the resolution.
- 915 total votes cast.

The resolution was therefore passed.

f) Resolution 7

Proposer: AUK Board

Resolution 7:

That the Awards Regulations be amended with the revision of existing appendices 1.2.4 and 1.2.5, and the addition of 2 new appendices 1.2.6 and 1.2.7 as follows:

1.2.4 *The Randonneur Award Series is for achievement in one season, except where indicated. For any distance a longer distance may be substituted. The Super Randonneur award is available to all riders; only subscribed Members are eligible for other Randonneur awards. A rider completing a Super Randonneur award is thereafter designated a Super Randonneur:*

Single year awards:

- (a) Super Randonneur: 200, 300, 400 and 600 km BR, BRM or RM events;*
- (b) Randonneur 2500: 200, 300, 400, 600 & 1000 km BR, BRM or RM events;*
- (c) Randonneur 5000: BR, BRM or RM events totalling 5,000 km;*
- (d) Randonneur 7500: BR, BRM or RM events totalling 7,500 km;*
- (e) Randonneur 10,000: BR, BRM or RM events totalling 10,000 km;*

Multi year awards:

- (f) Ultra Randonneur : riders completing ten Super Randonneur series shall be eligible for the award of Ultra Randonneur. Only one series per year counts. The series do not have to be consecutive;*
- (g) Randonneur Round The Year: riders completing one 200km or longer event per consecutive month, as listed in the Audax UK event results;*
- (h) Randonneur 25,000; within any period of time, BR, BRM, ACP or RM events comprising a total distance of at least 25,000 km at randonneur standard;*
- (i) Randonneur 50,000; within any period of time, BR, BRM, ACP or RM events comprising a total distance of at least 50,000 km at randonneur standard;*
- (j) Randonneur 75,000; within any period of time, BR, BRM, ACP or RM events comprising a total distance of at least 75,000 km at randonneur standard; and*
- (k) Randonneur 100,000: within any period of time, BR, BRM, ACP or RM events comprising a total distance of at least 100,000 km at randonneur standard.*

1.2.5 *The Brevet Award Series includes achievement over extended periods. All events must be BR, BRM or RM. Longer distances events may only be substituted for shorter where specified. An event may only count towards one award within a category, i.e., a B5000 and a B25000 but not two B5000. Only subscribed Members are eligible for Brevet awards:*

- (a) Brevet 1000; in the same season five events at 200 km;*
- (b) Brevet 2000: over any period ten events at 200 km;*
- (c) Brevet 3000: over any period fifteen events at 200 km;*
- (d) Brevet 4000: over any period twenty 200 km events;*
- (e) Brevet 5000: within a four year period, events comprising a Super Randonneur, an event of 1000km or more, an additional event of 1200km or more, a 24 hour*

team Arrow and other BR, BRM or RM events to bring the total up to at least 5,000 km; and

(f) Brevet 25000: within a six year period, events comprising; 3 Super Randonneur, PBP or LEL, an event of 1000km or more, an additional event of 1300km or more, a 24 hour team Arrow and other BR, BRM or RM events to bring the total up to at least 25,000 km.

1.2.6 *The Populaire Award Series is for achievement in one season, except where indicated. All events must be BP. Only subscribed Members are eligible for Populaire awards:*

(a) Populaire 250: in the same season five events at 50km;

(b) Populaire 500: in the same season events totalling 500km;

(c) Populaire 1000: over any period events totalling 1000km;

(d) Populaire 2000: over any period events totalling 2000km;

(e) Populaire 3000: over any period events totalling 3000km;

(f) Populaire Round the Year: riders completing one 50km, 100km or 150km event per consecutive month, as listed in the Audax UK event results.

1.2.7 *The Rouleur Award Series is for achievement in one season. For any distance a longer distance may be substituted, but at least two BP events must be included.*

(a) Rouleur 500: 50, 100, 150 and 200 km events;

(b) Rouleur 1000: 50, 100, 150, 200, 300, plus other events to a total of 1,000 km;

The Chair asked for any questions or comments from the floor on Resolution 7. No questions or comments were raised.

Result:

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

- 4 votes for the resolution.
- 0 votes against the resolution.

John Ward declared that the Chair had 243 discretionary proxy votes.

The Chair declared that their discretionary proxy votes be cast in favour of the resolution.

John Ward therefore declared the following result (incorporating the mandated proxy votes received from the online voting):

- 901 votes for the resolution.
- 26 votes against the resolution.
- 39 abstentions on the resolution.
- 927 total votes cast.

The resolution was therefore passed.

g) Resolution 8

Proposer: AUK Board

Resolution 8:

That the DIY Event Regulations be amended with the following revision of existing appendix 1.1:

1.1 DIY events are additionally classified as either BR or BP and adopt the speed & distance limitation of those categories, except that minimum speed up to 600km will be 14.3 km/h for BR events.

The Chair asked for any questions or comments from the floor on Resolution 8. No questions or comments were raised.

Result:

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

- 3 votes for the resolution.
- 0 votes against the resolution.

John Ward declared that the Chair had 212 discretionary proxy votes.

The Chair declared that their discretionary proxy votes be cast in favour of the resolution.

John Ward therefore declared the following result (incorporating the mandated proxy votes received from the online voting):

- 935 votes for the resolution.
- 12 votes against the resolution.
- 22 abstentions on the resolution.
- 947 total votes cast.

The resolution was therefore passed.

h) Resolution 9

Proposer: AUK Board

Resolution 9:

That the DIY Event Regulations appendix 1.6 and Permanent Event Regulations appendix 1.4 be removed.

The Chair asked for any questions or comments from the floor on Resolution 9. No questions or comments were raised.

Result:

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

- 3 votes for the resolution.
- 0 votes against the resolution.

John Ward declared that the Chair had 215 discretionary proxy votes.

The Chair declared that their discretionary proxy votes be cast in favour of the resolution.

John Ward therefore declared the following result (incorporating the mandated proxy votes received from the online voting):

- 934 votes for the resolution.
- 6 votes against the resolution.
- 29 abstentions on the resolution.
- 940 total votes cast.

The resolution was therefore passed.

i) Resolution 10

Proposer: AUK Board

Resolution 10:

That the Extended Events Regulations be amended with the following revision of Regulation 1 and existing appendix 1.4 as follows:

1 *Extended events add distance, organised as a DIY, before and/or after another AUK calendar event.*

1.4 *Intermediate controls between the start/finish of the extension portion and the start/finish of the event which it extends should be placed as per the general Event Regulation 7.1.1, although for extensions of each leg under 80km no intermediate control is required.*

The Chair asked for any questions or comments from the floor on Resolution 10. No questions or comments were raised.

Result:

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

- 3 votes for the resolution.
- 0 votes against the resolution.

John Ward declared that the Chair had 270 discretionary proxy votes.

The Chair declared that their discretionary proxy votes be cast in favour of the resolution.

John Ward therefore declared the following result (incorporating the mandated proxy votes received from the online voting):

- 906 votes for the resolution.
- 13 votes against the resolution.
- 48 abstentions on the resolution.
- 919 total votes cast.

The resolution was therefore passed.

j) Resolution 11

Proposer: AUK Board

Resolution 11:

That the Darts Event Regulations are replaced in their entirety with the following:

1 Darts are calendar events of up to 24 hours duration for individual cyclists but may be ridden solo or as a group

1.1 The organiser defines either:

- the start location, with riders providing to the organiser other control details including the finish, or,
- the end location, with riders providing to organiser other control details including the start location.

1.2 Darts are additionally classified as either BR or BP and adopt the speed & distance limitation of those categories, except that minimum speed will be 14.3 km/h for BR events.

1.3 Rides may be validated using proof of passage from brevet card or GPS.

1.4 Entries may be submitted with a mandatory route or advisory route.

1.4.1 Mandatory route entries must be by GPS.

1.4.2 Advisory route entries must be by control points.

1.4.3 When entering by advisory route the organiser will only agree distances that are the shortest distance between control points.

1.5 Mandatory routing proof of passage is exclusively by means of a recorded GPS tracklog. GPS tracklogs may also be used on advisory routes as alternative to conventional paper proofs of passage.

1.6 Proof of passage must be obtained at the designated finishing point or at the end of the allowed time, whichever is sooner. It is not necessary to reach the designated finish point.

- 1.7 *If entry is made by advisory route distances will be credited from the shortest distance between control points and must be within 20% of the distance agreed at the time of entry.*
- 1.8 *If entry is made by mandatory route and GPS proof of passage, distances will be awarded by actual distance ridden and must be within 20% of the distance agreed at the time of entry.*
- 1.9 *If an entry is for a group, the whole group must follow the same route as entered.*
- 1.10 *AAA points are not awarded for these rides.*

The Chair asked for any questions or comments from the floor on Resolution 11. No questions or comments were raised.

Result:

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

- 4 votes for the resolution.
- 0 votes against the resolution.

John Ward declared that the Chair had 335 discretionary proxy votes.

The Chair declared that their discretionary proxy votes be cast in favour of the resolution.

John Ward therefore declared the following result (incorporating the mandated proxy votes received from the online voting):

- 904 votes for the resolution.
- 4 votes against the resolution.
- 58 abstentions on the resolution.
- 908 total votes cast.

The resolution was therefore passed.

k) Resolution 12

Proposer: AUK Board

Resolution 12:

That the Arrow Event Regulations are replaced in their entirety with the following:

- 1** *Arrows are calendar events of 24 hours duration for teams of cyclists. The end location and the range of acceptable start times are defined by the organiser. Start location and route to the end location are set by each team.*
- 1.1 *The Easter Arrow to York is additionally validated by ACP*
- 1.2 *All teams will have a team captain who will coordinate the team and correspond with the Organiser.*

- 1.3 Rides may be validated using proof of passage from brevet card or GPS.
- 1.4 Entries may be submitted with a mandatory route or advisory route.
 - 1.4.1 Mandatory route entries must be by GPS.
 - 1.4.2 Advisory route entries must be by control points.
 - 1.4.3 When entering by advisory route the organiser will only agree distances that are the shortest distance between control points
- 1.5 Teams consist of between 3 to 5 members (tandems count as one member thus 5 tandems allows 10 riders).
- 1.6 Teams agree in advance with the organiser their own start location, time and control details. Routes can be circular and in any direction but must eventually head for the nominated end location. The nominated start time must be adhered to.
- 1.7 Different teams may not ride together. If several teams use the same starting point and route the start times for the individual teams shall be spaced at least one hour apart.
- 1.8 The team must ride together, and at least 3 team members must arrive at the finish for the ride to be validated. Only team members who ride the whole distance will be validated.
- 1.9 No following cars are allowed. Teams may only meet a support car at the designated controls. No rest stop may exceed two hours.
- 1.10 Proof of passage by GPS:
 - 1.10.1 Each team member shall make a GPS track that is identical (as far as is practicable) to the route submitted in the entry and which passes through ALL the designated control points including the start.
 - 1.10.2 If any team member's GPS unit fails, their proof of passage must be obtained at all the missing controls by getting a receipt or if a receipt is not available a photo of the whole team clearly identifying the place (e.g. in front of a road sign) may be substituted.
 - 1.10.3 During the 22nd hour time stamped photos of the whole team clearly identifying the place (e.g. in front of a road sign), or an alternative proof of passage as agreed in advance with the organiser, must be emailed to the organiser.
- 1.11 Proof of passage by Brevet Card:
 - 1.11.1 Each team member must obtain proof of passage at the starting point and at each designated control in the form of a stamp, ATM or till receipt. If proof of passage is not available in the form of a stamp, ATM or till receipt a photo of the whole team clearly identifying the place (e.g. in front of a road sign) may be substituted.
 - 1.11.2 During the 22nd hour and at the end of the 24th hour the exact time and location of the team must be noted in the brevet card and proof of passage obtained.

- 1.12 *The team must ride until the end of the 24th hour, even if the planned destination is not reached. If proof of passage is not available at that point they must continue riding to the next available place where it may be obtained. A minimum of 25km must be ridden between the 22nd hour control point and the finish.*
- 1.13 *If entry is made by advisory route distances will be credited from the shortest distance between control points and must be within 20% of the distance agreed at the time of entry.*
- 1.14 *If entry is made by mandatory route and GPS proof of passage, distances will be awarded by actual distance ridden and must be within 20% of the distance agreed at the time of entry.*
- 1.15 *For validated rides by AUK members, AUK distance points are awarded at a rate of 1 point for each 100k, subject to a minimum of 360 km and maximum of 720 km. AAA points are not awarded for these rides.*

The Chair asked for any questions or comments from the floor on Resolution 12. No questions or comments were raised.

Result:

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

- 4 votes for the resolution.
- 0 votes against the resolution.

John Ward declared that the Chair had 342 discretionary proxy votes.

The Chair declared that their discretionary proxy votes be cast in favour of the resolution.

John Ward therefore declared the following result (incorporating the mandated proxy votes received from the online voting):

- 899 votes for the resolution.
- 6 votes against the resolution.
- 62 abstentions on the resolution.
- 905 total votes cast.

The resolution was therefore passed.

l) Resolution 13

Proposer: AUK Board

Resolution 13:

That the Trail Event Regulations are replaced in their entirety with the following:

- 1 Easter Trail or Trace Nationale is a calendar event ridden in teams.**
- 1.1 *Trail to York is additionally validated by ACP.*

- 1.2 *All teams will have a team captain who will coordinate the team and correspond with the Organiser.*
- 1.3 *Rides may be validated using proof of passage from brevet card or GPS.*
- 1.4 *Entries may be submitted with a mandatory route or advisory route.*
 - 1.4.1 *Mandatory route entries must be by GPS.*
 - 1.4.2 *Advisory route entries must be by control points.*
 - 1.4.3 *When entering by advisory route the organiser will only agree distances that are the shortest distance between control points*
- 1.5 *Teams consist of between 2 and 6 members (tandems count as one member thus 6 tandems allows 12 riders).*
- 1.6 *The end location and the range of acceptable start & finish times are defined by the organiser such that earliest start time and latest finish time are 35 hours apart.*
 - 1.6.1 *The earliest start time is 00:01 Good Friday and the finish time is between 08:00 and 11:00 the following day.*
 - 1.6.2 *The Easter Trail must be at least a minimum distance of 201k and maximum distance of 360k.*
- 1.7 *Teams agree in advance with the organiser their own start location, time and control details. Routes can be circular and in any direction but must finish at the nominated end location. The start time must be adhered to.*
- 1.8 *The route must have a minimum of three controls (not including the start and finish controls) spaced at least 50 km apart.*
- 1.9 *A mandatory stop of 8 hours during the hours of darkness is required.*
- 1.10 *Different teams may not ride together. If several teams use the same starting point and route the start times for the individual teams shall be spaced at least one hour apart.*
- 1.11 *The team must ride together, and at least 2 team members must arrive at the finish for the ride to be validated. Only team members who ride the whole distance will be validated.*
- 1.12 *Proof of passage by GPS:*
 - 1.12.1 *Each team member shall make a GPS track that is identical (as far as is practicable) to the route submitted in the entry and which passes through ALL the designated control points including the start.*
 - 1.12.2 *If any team member's GPS unit fails, their proof of passage must be obtained at all the missing controls by getting a receipt or if a receipt is not available photos of the whole team clearly identifying the place (e.g. in front of a road sign) may be substituted.*
- 1.13 *Proof of passage by Brevet Card:*
 - 1.13.1 *Each team member shall obtain proof of passage at the starting point, at each designated control, and at both the time of arrival at and departure from the overnight stop.*

1.13.2 Proof of passage may be in the form of a stamp, ATM or till receipt or an alternative proof of passage as agreed in advance with the organiser,

1.13.3 If proof of passage is not available photos of the whole team clearly identifying the place (e.g. in front of a road sign) may be substituted.

1.13.4 Distances will be credited from the shortest distance between control points, but must be within 20% of the distance agreed with the organiser.

1.14 No AUK distance points or AAA points are awarded for these rides.

The Chair asked for any questions or comments from the floor on Resolution 13. No questions or comments were raised.

Result:

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

- 4 votes for the resolution.
- 0 votes against the resolution.

John Ward declared that the Chair had 364 discretionary proxy votes.

The Chair declared that their discretionary proxy votes be cast in favour of the resolution.

John Ward therefore declared the following result (incorporating the mandated proxy votes received from the online voting):

- 888 votes for the resolution.
- 4 votes against the resolution.
- 68 abstentions on the resolution.
- 892 total votes cast.

The resolution was therefore passed.

m) Resolution 14

Proposer: AUK Board

Resolution 14:

That the Individual and Club Trophies awarded by AUK annually, be amended as set out below.

- a) The Distance Trophy (The Jock Wadley Cup) be redesignated as The Points Trophy (The Jock Wadley Cup) and to be awarded to the individual who achieves the highest qualifying BR&RM points in a season.
- b) The Distance – Opposite Sex Trophy (The Jo Brunton Cup) be redesignated as The Points Trophy – Opposite Sex (The Jo Brunton Cup) and to be awarded the individual of the opposite sex to the Points Trophy recipient who achieves the highest qualifying BR&RM points in a season.

- c) A new trophy designated as The BP Points Cup to be awarded to the individual who achieves the highest qualifying BP points in a season and is not the recipient of either of the Points Trophies.
- d) A new trophy designated as The BP Points – Opposite Sex Cup to be awarded to the individual of the opposite sex to the BP Points Cup recipient who achieves the highest qualifying BP points in a season and is not the recipient of either of the Points Trophies.
- e) The Veteran Distance Trophy (The Challenge ACP 1987 Trophy) be redesignated as The Veteran Points Trophy (The Challenge ACP 1987 Trophy) and to be awarded to the individual over the age of 65 at the start of the season who achieves the highest qualifying BR&RM points in a season, and is not the recipient of any of the Points or BP Points Trophies listed above.
- f) The Veteran Distance – Opposite Sex Trophy (The Doncaster Trophy Centre Award) be redesignated as The Veteran Points – Opposite Sex Trophy (The Doncaster Trophy Centre Award) and to be awarded to the individual who is over the age of 65 at the start of the season and of the opposite sex to the Veteran Points Trophy who achieves the highest qualifying BR&RM points in a season and is not the recipient of any of the Points or BP Points Trophies listed above.
- g) The Junior Distance and the Junior Distance – Opposite Sex Trophies to be discontinued.
- h) The Club Points Award be redefined as to be awarded to the AUK Club which achieves the highest number of BR&RM points in the season gained by the top 6 riders of the club.
- i) The Organising Club Points Award be redefined as to be awarded the AUK Club which achieves the highest number of BR&RM points gained in rides organised by the club.
- j) The Cycling UK Club Points Award and The Cycling UK Organising Club Points Awards to be discontinued.

The Chair asked for any questions or comments from the floor on Resolution 14. No questions or comments were raised.

Result:

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

- 2 votes for the resolution.
- 0 votes against the resolution.

John Ward declared that the Chair had 332 discretionary proxy votes.

The Chair declared that their discretionary proxy votes be cast in favour of the resolution.

John Ward therefore declared the following result (incorporating the mandated proxy votes received from the online voting):

- 869 votes for the resolution.
- 33 votes against the resolution.
- 64 abstentions on the resolution.
- 902 total votes cast.

The resolution was therefore passed.

n) Resolution 15

Proposer: Mike Wigley (AUK 1309)

Seconder: Darrell Whittle (AUK 5592)

Resolution 15:

That the Award Regulations be amended with the addition of the following appendix to Regulation 1.1:

1.1.4 BP Rides undertaken using an Electrically Assisted Pedal Cycle (EAPC) shall be recorded as "completed by EAPC". They will not be validated, and they will not be eligible for AUK points, AAA points, awards or trophies.

The Chair asked for any questions or comments from the floor on Resolution 15. No questions or comments were raised.

Result:

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

- 3 votes for the resolution.
- 1 vote against the resolution.

John Ward declared that the Chair had 201 discretionary proxy votes.

The Chair declared that their discretionary proxy votes be cast in favour of the resolution.

John Ward therefore declared the following result (incorporating the mandated proxy votes received from the online voting):

- 918 votes for the resolution.
- 20 votes against the resolution.
- 27 abstentions on the resolution.
- 938 total votes cast.

The resolution was therefore passed.

o) Resolution 16

Proposer: Ian Lyons (AUK 23343)

Secunder: Richard Lake (AUK 19171)

Resolution 16:

That the DIY Regulations be amended with the addition of the following appendix to Regulation 1:

- 1.8 *Exceptionally to the Event Regulations, a member may request approval to complete a specific non-AUK event as a DIY ride.*
- *Approval may be granted at the discretion of the AUK Recorder (and other relevant officers as required) where the event clearly demonstrates self-sufficiency consistent with AUK principles.*
 - *For the purposes of AUK validation, any external publication of race times or placings by the event organiser shall have no status within AUK. The rider's DIY result will be validated solely against their submitted DIY evidence and in accordance with AUK regulations.*
 - *Approval applies only to the individual member and the specific event, and the request must be submitted in good time before the event.*

The Chair asked for any questions or comments from the floor on Resolution 16.

Ian Lyons spoke to introduce the proposed resolution. He highly values Audax UK, is invested in Audax UK and wants to see it succeed. He does not think that riders of external events, where the event clearly demonstrates self-sufficiency and audax values, should be prevented from claiming Audax UK points. His proposed resolution is to restore the flexibility which previously existed before the Board recently clarified the DIY rules. He also noted that whatever the outcome of the voting, he was still willing to help the Board and the members find a compromise, to try and find a way to make this work for the benefit of all our members,

No further questions or comments were raised.

Result:

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

- 0 votes for the resolution.
- 3 votes against the resolution.

John Ward declared that the Chair had 290 discretionary proxy votes.

The Chair declared that their discretionary proxy votes be cast against the resolution.

John Ward therefore declared the following result (incorporating the mandated proxy votes received from the online voting):

- 270 votes for the resolution.

- 636 votes against the resolution.
- 60 abstentions on the resolution.
- 906 total votes cast.

The resolution was therefore not passed.

p) Resolution 17

Proposer: Will Pomeroy (AUK 13571)

Secunder: Luke Hounsome (AUK 16987)

Resolution 17:

That the BP Regulations be amended with the following addition and revisions to Regulations 3 and 4:

3 BP events can be single day or multi-day events

3.1 *Single day BP events may be any distance up to 199 km*

3.2 *Standard distances for single day BP events are 50km, 100km and 150km*

3.3 *Multi-day BP events split the validated distance into average portions per day as follows:*

- *For 2 day BP events, a minimum of 250km per day*
- *For 3-5 day BP events, a minimum of 200km per day*
- *For 6-10 day BP events, a minimum of 165km per day*
- *For greater than 10 day BP events, a minimum of 140km per day*

3.4 *For multi day BP events, the total distance must be completed to achieve validation. No validation of shorter distances, or partial completion or the event, is allowed.*

3.5 *For multi-day BP events, as a minimum, an intermediate control is required at the start and end of each day's section. Proof of passage for both arrival and departure must be obtained at these controls.*

4 The speed limits may be lower than that for BR events at the discretion of the AUK events secretary

4.1 *A minimum of 10 - 12.5 km/h and maximum of 20 - 25 km/h is normal practice.*

4.2 *For multi-day BP events, a minimum speed of 10km/h and a maximum speed of 25 km/h apply to each daily portion.*

4.3 *The organiser may submit the event for assessment of AAA points, which are awarded to members for validated rides.*

The Chair asked for any questions or comments from the floor on Resolution 17.

Arabella Maude spoke against the resolution, highlighting that multi-day rides are offered by other organisations such as CTC and that such rides are not AUK's core

offering, and that such rides can already be achieved within AUK's regulations as a day-by-day events.

No further questions or comments were raised.

Result:

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

- 0 votes for the resolution.
- 5 votes against the resolution.

John Ward declared that the Chair had 335 discretionary proxy votes.

The Chair advised that there had been a number of discussions amongst the Board and also with the proposer of this resolution to try and agree mutually acceptable wording, which also aligned with Resolution 3, but regrettably, no agreement had been reached. He declared that his discretionary proxy votes abstain on the resolution.

John Ward therefore declared the following result (incorporating the mandated proxy votes received from the online voting):

- 292 votes for the resolution.
- 267 votes against the resolution.
- 411 abstentions on the resolution.
- 559 total votes cast.

The resolution was therefore passed.

Arabella Maude noted that this result leads to an anomaly with the earlier Resolution 3 which had also passed.

9) Election of Directors

a) General Secretary

Sole Nominee: Gideon Rabinowitz (AUK 19766)

Gideon Rabinowitz briefly introduced himself and said how much he enjoys Audax UK and was coming in to the role to give something back.

No questions from the floor.

Result:

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

- 6 votes for the candidate.
- 0 votes against the candidate.

John Ward declared that the Chair had 367 discretionary proxy votes.

The Chair declared that their discretionary proxy votes be cast in favour of the candidate.

John Ward therefore declared the following result (incorporating the mandated proxy votes received from the online voting):

- 901 votes for the candidate.
- 14 votes against the candidate.
- 55 abstentions on the election.
- 915 total votes cast.

Gideon Rabinowitz was duly elected.

b) Executive Directors (5 posts)

Nominee 1: Liam FitzPatrick (AUK 7100)

Liam FitzPatrick introduced himself and said he was very much looking forward to supporting Audax UK, especially focussing on communications, highlighting our fantastic community, our amazing routes, and what we do to the wider world and hopefully broadening the demographic of our members.

No questions from the floor.

Result:

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

- 5 votes for the candidate.
- 0 votes against the candidate.

John Ward declared that the Chair had 294 discretionary proxy votes.

The Chair declared that their discretionary proxy votes be cast in favour of the candidate.

John Ward therefore declared the following result (incorporating the mandated proxy votes received from the online voting):

- 913 votes for the candidate.
- 10 votes against the candidate.
- 40 abstentions on the election.
- 923 total votes cast.

Liam FitzPatrick was duly elected.

Nominee 2: Ian Hennessey (AUK 2294)

Ian Hennessey said that he was looking forward to continuing to look after calendar events and keeping audax as a unique and fascinating discipline within cycling.

No questions from the floor.

Result:

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

- 5 votes for the candidate.
- 0 votes against the candidate.

John Ward declared that the Chair had 270 discretionary proxy votes.

The Chair declared that their discretionary proxy votes be cast in favour of the candidate.

John Ward therefore declared the following result (incorporating the mandated proxy votes received from the online voting):

- 921 votes for the candidate.
- 13 votes against the candidate.
- 34 abstentions on the election.
- 934 total votes cast.

Ian Hennessey was duly elected.

c) Non-Executive Directors (5 posts)**Nominee 1: Arabella Maude (AUK 5617)**

Arabella Maude said that she was looking forward to continuing in the Non-Executive Director role, supporting the Board.

No questions from the floor.

Result:

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

- 4 votes for the candidate.
- 0 votes against the candidate.

John Ward declared that the Chair had 281 discretionary proxy votes.

The Chair declared that their discretionary proxy votes be cast in favour of the candidate.

John Ward therefore declared the following result (incorporating the mandated proxy votes received from the online voting):

- 910 votes for the candidate.
- 13 votes against the candidate.
- 44 abstentions on the election.
- 923 total votes cast.

Arabella Maude was duly elected.

Nominee 2: Anne Young (AUK 6749)

Anne Young said that she was a long standing member of Audax UK, passionate about Audax UK and is looking forward to continuing to support the organisation and the Board.

No questions from the floor.

Result:

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

- 5 votes for the candidate.
- 0 votes against the candidate.

John Ward declared that the Chair had 276 discretionary proxy votes.

The Chair declared that their discretionary proxy votes be cast in favour of the candidate.

John Ward therefore declared the following result (incorporating the mandated proxy votes received from the online voting):

- 922 votes for the candidate.
- 11 votes against the candidate.
- 37 abstentions on the election.
- 933 total votes cast.

Anne Young was duly elected.

10) Date and venue of next meeting

To be agreed but provisionally to be held on Wednesday 17th February 2027 online.

11) Close of meeting

Grant Huggins, on behalf of the Board, thanked John Ward for his service on the Audax UK Board and as Permanent Secretary over many years.

Andy Cox thanked Andy Yates for his organisation of the AGM and for his input to Audax UK as General Secretary.

Andy Cox noted that with the amendment of Articles and Director elections, there are a number of Board vacancies and if any member were interested in standing they should contact the General Secretary.

The Chair thanked everyone who had attended the meeting.

The meeting closed at 20:05.

Annex 1: Resolution 1: (Special Resolution)

Proposer: AUK Board

Resolution 1:

That Articles of Association be amended as provided below.

PRIVATE COMPANY LIMITED BY GUARANTEE

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;
Chair	the chair 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 they remain 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 they are a Member or within one year after they cease to be a Member, for:

5.1.1 payment of Audax UK's debts and liabilities contracted before they cease 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 their benefit an appropriate written contract is concluded between the Director (or relevant person) and Audax UK containing the full details of their duties and obligations to Audax UK, the amount of remuneration or other sums payable to them 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, their entitlement to remuneration or other sums or any variation of their remuneration or other sums payable to them;

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 their 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 their involvement in the Conflict otherwise than as a Director of Audax UK and in respect of which they owe 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 their 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 they owe to Audax UK by virtue of sections 171 to 177 of the Act provided that they act 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 they derive 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 they have declared the nature and extent of their 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 they are 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 they are 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 they may otherwise agree, be accountable to Audax UK for any benefit which they (or a person connected with them (as defined in section 252 of the Act)) derive 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 their 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 their 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 Chair;

8.5.2 General Secretary;

8.5.3 Finance Director;

and up to seven further Directors, collectively responsible for the management and operation of the organisation (together **Executive Directors**)

plus up to four non-executive directors (**Non-Executives**).'

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

8.7 The Board shall arrange for the allocation of responsibilities between the Executive Directors such that all aspects necessary for the effective management and operation of the organisation are clearly defined and allocated between the Executive Directors

8.8 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.

8.9 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 their 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 their 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 their 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 they would otherwise have and the Directors resolve that their office be vacated;

10.1.6 the Director resigns their 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 their 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 their 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 at the conclusion of the third 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 Chair, General Secretary and Finance Director are held in separate years, and that similar provisions are extended to other 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.

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 Audax UK and the furtherance of its objects but for the avoidance of doubt changes to the AUK Regulations will be subject to approval by a General Meeting in accordance with Regulation 1 of the AUK Regulations.

12.5 The Board shall have the power to make changes to the level of annual subscriptions and event charges and to introduce such changes pending ratification by the Members at the next Annual General Meeting in accordance with Regulation 3 of the AUK Regulations.

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 chair 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 chair 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 chair 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 chair 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 their behalf);

15.1.2 accepts that, as a Member, they 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 Subject to and in default of any other classes being established by the Directors and ratified by a General Meeting, the additional classes of Membership shall be as set out in the AUK Regulations.

16.2 Eligibility for additional classes of Membership shall be in accordance with the AUK Regulations.

16.3 The Directors shall have the power to prescribe the privileges and duties of temporary members and set the amounts of any temporary membership fees and to introduce changes pending ratification by the Members at the next Annual General Meeting.

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 Chair and Directors in place of the retiring Chair 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 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.

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 their 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 chair of every general meeting:

22.2.1 The Chair, if any, shall chair every general meeting of Audax UK.

22.2.2 In his absence the General Secretary, if any, shall act as chair.

22.2.3 If at any meeting neither the Chair 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, they shall chair the meeting.

22.2.5 If at any meeting no Director is willing to act as chair 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 chair 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 chair of the meeting shall, (with the exception of Article 8 where the business concerns the election of the Chair and the chair 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.

Annex 2: Resolution 2

Proposer: AUK Board

Resolution 1: