

CYCLING UK – ANNUAL GENERAL MEETING 2020

AGENDA AND MINUTES



THE ANNUAL GENERAL MEETING of the Cyclists' Touring Club, trading as Cycling UK, will be held at 11am on Friday 4th September 2020. Due to the ongoing restrictions in place following the Coronavirus Pandemic, and to protect the health and safety of members, trustees, staff, and others, the Annual General Meeting will this year be held as a virtual meeting. Members will be able to join the meeting remotely via web-enabled technology. To book your place you must notify us, before 9.00am on Tuesday 1st September 2020, by emailing AGM@cyclinguk.org. To attend the virtual meeting, members will be required to register with their unique security code, details of which should also be provided when notifying us to book your place.

Phil Hall, Company Secretary

Versions of this Agenda in alternative formats are also available on request. The proxy voting form is circulated with the August/September edition of Cycle magazine. Procedures for use are on the form.

Agenda

ORDINARY BUSINESS

- 1) To adopt as a true record, the minutes of the Annual General Meeting held in London on 15th June 2019.
- 2) To adopt the Annual Report of the Board of Trustees and the audited accounts for the year ended 30th September 2019, as published on the Cycling UK website.
- 3) To reappoint Buzzacott LLP as auditors and to authorise the Board of Trustees to fix their remuneration.

Board response: Buzzacott have been auditors to CTC/Cycling UK since the 2011 AGM. It is good governance to review the audit engagement periodically, and this is a process that the Trustees are continuing to assess with the intention of reviewing the audit engagement at an appropriate time.

ORDINARY RESOLUTION

- 4) That the membership fee set pursuant to Article 11 of the Articles of Association shall increase as follows: Household rate from £74 to £75; the Concession rate from £29.50 to £30.50; the Junior/Young Person rate from £22 to £24. The Individual rate shall remain unchanged. There shall no longer be an age-related concessionary rate.

Board response: We are very proud of all our success last year, which we can only achieve with the support provided by members. We carried out a major review of membership at the end of 2019, including a member survey with almost 4,000 responses. Taking on board this feedback, and a review of many other membership charities, we are proposing to both improve our membership offer and launch a fairer fee structure this year, with our concessions based on the ability to pay, rather than age. This will allow us to support more people on lower incomes to join us. Our members provide us with essential funding, particularly for our campaigning, volunteering and engagement work. The crucial nature of this support has really been highlighted during the coronavirus crisis which has impacted our other funding streams at the same time as providing a once-in-a-generation opportunity to encourage more people to cycle.

All the changes, and why we want to make them, are set out in more detail in this issue of Cycle magazine and on the website. The two most relevant to this AGM motion are:

1. We are proposing a new fairer, individual concession rate which combines and simplifies existing concession categories. The rate is designed to support those on low incomes with the opportunity to buy membership at a reduced price so that they can benefit from the support of Cycling UK to keep them cycling.

2. This means we will no longer offer a specific age-related senior discount. We hugely value the support our loyal senior members provide to the charity and will be supporting them to choose a new membership option most appropriate for them. This could include individual membership (the rate for which we are proposing to freeze this year to support those senior members switching to it), the new concession rate, a household membership or a lifetime membership. We also have a new supporter option which is perfect for those who are no longer cycling but want to remain part of Cycling UK.

We hope that these changes will provide us with the much-needed funding to support the charity to continue to expand our activities, and make cycling safe and enjoyable for everyone.

Proposer: Janet Atherton
Seconder: Andy Macnae

SPECIAL RESOLUTION

- 5) i) That Articles 12.9 and 12.10 in the Articles of Association are deleted in their entirety with subsequent Articles and cross-references renumbered accordingly.
ii) That the Articles of Association be amended as follows:
A) In Article 1 delete the definition of Legal Adviser in its entirety
B) In Article 14.1b replace ' ;and' with ' and' and delete Article 14.1 c in its entirety.
C) In Article 17.1.2 replace the word two with three and after 'Trustees', provided that such co-opted Trustee may only serve for a period of one year and may be re-appointed annually by the Board up to a maximum term of nine years, after which they may not be co-opted again for a period of three years. In exceptional circumstances, the Board may appoint as a Co-opted trustee, a trustee who is returning as an Elected Trustee for up to a maximum term of one year in addition to any term of office served as an elected trustee.
D) Delete Article 18.1 in its entirety and replace with: The Vice-Chair in office from time to time shall act as the Senior Independent Trustee, unless the Vice-Chair is unable or unwilling to serve as the Senior Independent Trustee or the Trustees resolve that a different Trustee be appointed as the Senior Independent Trustee.
E) Delete Article 23 in its entirety with all subsequent Articles being renumbered accordingly.
F) In Article 24 delete 'Legal Adviser'.

Board response: The effect of part i) of this resolution is to remove the requirement to have a physical Annual General meeting. This is in line with current company law, which no longer requires AGMs to be held for companies such as Cycling UK.

The effect of part ii) of this resolution is:

- to clarify the process for appointing and re-appointing co-opted trustees, and remove some confusion over numbers. At present, of the 12 members, at least 9 must be elected and only 2 can be co-opted. The amendments increase the co-opted limit to 3 while leaving the other numbers unchanged. This gives the Board flexibility to fill any gaps in its skills and experience where these have not already been filled through election.

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- to remove some contradictions over the role of 'Senior Independent Trustee' and make it clear that this is a role carried out by one of the current Trustees and is not a third type of trustee. This brings us into line with the Charity Governance Code.
- to remove the requirement to appoint a legal adviser and a financial adviser each year. This does not stop the Board appointing advisers but means that it is not forced to do so. The need to appoint financial, legal or other advisers depends on the mix of skills held by the trustees themselves.

Proposer: Andy Key

Seconded: Christine Gibbons

ORDINARY RESOLUTIONS

6) Reduction of promotion of holiday flights.

Proposer's note: The CTC (Cycling UK) Articles of Association state four Objectives of the Club. Three are related specially to cycling. The fourth states 'promote the conservation and protection of the environment'. The member survey indicated 71% support for 'Encouraging cycle use to benefit the environment'. We would like to propose that the Club adopts a progressive strategy to reduce, and ultimately stop, promotion of cycling holidays that involve flying. An organisation whose stated objective is to protect the environment should not be promoting flying as it so massively increases a person's annual carbon footprint and hence contributes to climate change. The current promotion is in the form of: CTC branded holidays, which involve flying; articles in the magazine; and the adverts in the magazine selling holidays involving flying.

Proposer: Martin Crane

Seconded: Alison Hill

The Board accepts this motion.

Cycling UK wishes to be part of both this and wider discussions on the part that flying contributes to carbon footprints and climate change.

Cycling UK's policy on climate change is downloadable from (and summarised at): www.cyclinguk.org/campaigning/views-and-briefings/climate-change.

This is an issue that has already begun to be discussed within the Holidays and Tours subsidiary.

7) Cycling UK's Air Quality policy needs to be urgently reviewed.

Proposer's note: There is clear evidence that cycling reduces roadside air pollution concentrations faster than road pricing 'Clean Air Zones' and scrappage schemes. The main ways it does this are:-

- Take space away from cars (the evidence from the only cycle superhighways in the country (London) are that NO2 concentrations fall by around 20% as soon as work begins on cycle paths i.e. not just once people start using them.
- Enables (not 'encourages'!) active travel.
- Moves motor traffic away from building façades where long-term exposure occurs. The drop off in nitrogen dioxide concentrations is around 20% for every meter a road is moved away from a sensitive receptor.

The current policy is long winded and contradictory. Air Pollution is directly related to energy consumption. Focusing on the lowest energy solutions produces the least emissions. Cycling is the lowest energy mode of transport and Cycling UK's policy should focus on the benefits of cycling. In its current form it does this very badly.

Proposer: Blaise Kelly

Seconded: Conrad Kelly

The Board accepts this motion.

Our air quality briefing has been highly commended by Professor Martin Williams, one of the UK's foremost air pollution experts. See [https://kclpure.kcl.ac.uk/portal/en/persons/martin-williams\[f06f73e6-795c-4b3f-a750-a6c6771c95f6\].html](https://kclpure.kcl.ac.uk/portal/en/persons/martin-williams[f06f73e6-795c-4b3f-a750-a6c6771c95f6].html).

However, we recognise that it could be strengthened by saying that air quality can be improved not just by promoting 'cycling' but also specifically by building 'protected cycle facilities'. This proposer has provided good evidence to substantiate this point, which we shall cite in revising this briefing.

Our air quality briefing is downloadable from (and summarised at): www.cyclinguk.org/campaigning/views-and-briefings/air-quality.

Minutes of the 2019 Cyclists' Touring Club AGM

The Annual General Meeting of the Cyclists' Touring Club, trading as Cycling UK, was held at 4.00pm on Saturday 15th June 2019 at

The Coin Street Conference Centre, based at the Coin Street Neighbourhood Centre, 108 Stamford Street, South Bank, London SE1 9NH, with Dan Howard (Chair of Cycling UK Board of Trustees) in the Chair.

Minutes:

ORDINARY BUSINESS

1) To adopt as a true record the minutes of the Annual General Meeting held in London on 15th June 2019.

CARRIED: For = 1,863 Against = 7 Abstain = 137

2) To adopt the Annual Report of the Board of Trustees and the audited accounts for the year ended 30th September 2018 as published on the Cycling UK website.

CARRIED: For = 1,905 Against = 11 Abstain = 192

3) To reappoint Buzzacott LLP as auditors and to authorise the Board of trustees to fix their remuneration.

CARRIED: For = 1,845 Against = 50 Abstain = 112

ORDINARY RESOLUTIONS

4) That the membership fee set pursuant to Article 11 of the Articles of Association shall increase the Adult rate from £46.50 to £48.00, Household rate from £72.00 to £74.00, Senior Rate from £29.50 to £30.50, Affiliate rate from £25.00 to £26.00, and Group Affiliation from £77.50 to £80.00 for the year from 1st October 2019. Junior and Concessions rates remain unchanged.

Proposed by: Janet Atherton

Seconded by: Carl Pearce

CARRIED: For = 1,715 Against = 252 Abstain = 41

5) That this AGM proposes that a set of Key Performance Indicators (KPI) shall be set for the Cycling UK. They shall include targets for membership, finance, campaigns, local group activity, public awareness etc. The outcomes of these performance indicators shall be published in the annual report and on the Cycling UK website. The results shall cover a three-year cycle.

Proposed by: Peter Kansson

Seconded by: Simon Hattersley

CARRIED: For = 1,769 Against = 163 Abstain = 77

The Annual General Meeting 2019 closed at 5.05pm.