

# CYCLING UK – ANNUAL GENERAL MEETING 2021 AGENDA AND MINUTES



**T**HE ANNUAL GENERAL MEETING of the Cyclists' Touring Club, trading as Cycling UK, will be held at 11am on Friday 10 September 2021. 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 Wednesday 1 September 2021, by emailing [AGM@cyclinguk.org](mailto:AGM@cyclinguk.org). To attend the virtual meeting members will be required to register with their membership number and two-part security code. Further joining instructions will be provided in advance of the virtual meeting to members who have registered to attend.

*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 on 4 September 2020.

2) To adopt the Annual Report of the Board of Trustees and the audited accounts for the year ended 31 March 2021, 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 Cycling UK since the 2011 AGM. It is good governance to review the audit engagement periodically and the Board have agreed to complete a re-tender process for the audit engagement by no later than 31 March 2022.

## ORDINARY RESOLUTION

4) That the membership fee set pursuant to Article 11 of the Articles of Association shall increase as follows: Household rate from £75 to £78; the Concession rate from £30.50 to £33; the Student/Junior rate from £24 to £33. The individual rate shall remain unchanged.

**Board response:** The start of 2021 saw our highest membership total ever of over 70,800, despite the difficult year caused by the pandemic. Thanks to the support we receive from members, we are making great progress in our work to encourage more people to cycle. Whether it be our work to open up new routes, to improve safety, to increase investment in cycling infrastructure or for other aspects of our work, our members provide us with essential funding.

Following the changes to our membership structure introduced in November 2020, we have decided to hold the Individual rate for a second year while some members are still transitioning to new categories. The Concessionary and Household proposed rate increases are slightly above inflation. With the Concessionary rate remaining nearly

a third less than full individual membership and Household membership covering two adults and unlimited children under 18 at the same address, both still represent very good value for money. To further simplify and streamline pricing, we will bring Students (including under 18s) into the same rate as the Concessionary category.

As we promised last year, we are continuing to make improvements to the membership offer, including launching a major new partnership with a top-rated cycle insurance provider, reviewing our wider insurance arrangements, and introducing additional retail discount benefits, whilst also revamping the member benefits section of our website, and working on a digital transformation project which will better enable us to send members the content they most want to see.

*Proposer: Andy MacNae*

*Seconder: Christine Gibbons*

## SPECIAL RESOLUTION

5) That the Articles of Association be amended as follows:

### 1. In Article 1:

a. After the definition of "electronic means" insert 'hybrid meeting' means a general meeting which is held at both a physical location and by electronic means, providing Members with the option to attend the meeting either in person or virtually.

b. After the definition of "the United Kingdom" insert 'virtually' means participation in a meeting by electronic means which allow a Member to hear the proceedings, speak and be heard at the meeting, and participating in the business for which the meeting has been convened

'virtual meeting' means a general meeting which is held exclusively by electronic means without a corresponding physical, in-person meeting.

### 2. In Article 12:

a. Insert a new Article 12.1 as follows:

"12.1 General meetings may be held in person, as a virtual meeting, or as a hybrid meeting, as may be determined by the board of Trustees. The board of Trustees may make whatever arrangements it consider fit to allow those entitled to do so to attend and participate in any general meeting (but shall be under no obligation to provide facilities for a virtual or hybrid meeting)."

b. Insert a new Article 12.9 as follows:

"12.9 If the meeting is held as a hybrid or virtual meeting and the electronic means being used to host the meeting experiences technical issues, the chair may adjourn the meeting."

c. Renumber the sub-Articles of Articles 12 accordingly

d. In Article 12.2, after "to attend" insert "and participate in" and after "general meetings" insert "(whether in person, virtual or hybrid)"

e. In Article 12.3, after "proposed special resolution." insert "If the board of Trustees determines that a general meeting shall be held as a hybrid meeting or a virtual meeting, the notice shall:

12.3.1 include a statement to that effect;

12.3.2 specify the means of attendance and participation at the meeting and any access,

identification and security arrangements; and

12.3.2 state how it is proposed that persons

attending or participating in the meeting should communicate with other attendees during the meeting."

f. In Article 12.4:

i. after "in person or" insert "(where the board of Trustees has determined that the meeting shall be held as a hybrid or virtual meeting) virtually"

ii. delete "by proxy"; and

iii. after "25 Members." insert "Members participating by proxy shall be counted towards the quorum."

g. In Article 12.6, after "ordinary resolution." insert "The default method of voting at a virtual or hybrid meeting will be a poll."

h. In Article 12.7:

i. amend the reference to Article 12.7 to Article 12.8;

ii. after "present in person" insert "or (where the board of Trustees has determined that the meeting shall be held as a hybrid or virtual meeting) virtually";

iii. delete "or by proxy"; and

iv. after "on each issue" delete the full stop and insert ", save where a Member is acting as a proxy in which case he or she may cast as many votes for and against the resolution as his or her proxy instructions allow."

i. In Article 12.12 after "or a written resolution." insert "Where a general meeting is held as a hybrid or virtual meeting, any inability of a person to attend or participate in the meeting by electronic means shall not invalidate the proceedings of that meeting."

**Board response:** Amendments to the Articles of Association voted on in 2020 removed the formal requirement for an AGM in line with company law.

The Board, however, are committed to engaging with members as widely as possible and therefore are proposing to amend the Articles of Association to allow general meetings to be carried out through a variety of means, including entirely virtually or as a hybrid with members present and online. This amendment reflects the shift toward more virtual engagement and communication we have seen following the Covid pandemic. In line with guidance from the Charity Commission we have elected to hold a virtual meeting for our 2021 AGM due to the ongoing constraints following the pandemic and to also enable participation by a greater number of members who are able to attend virtually.

This special resolution seeks to enable future meetings to be carried out in the same way but by no means restricts members from attending future meetings face to face where they so wish, where circumstances enable this and the Board determines that a face to face meeting should be held.

*Proposer: Christine Gibbons*

*Seconder: Paul Baker*

## ORDINARY RESOLUTIONS

6) Arrange to be carried out a survey of the general cycling public and specifically non-Cycling UK members and use the insight gained from the survey to strengthen Cycling UK's approach to the market for membership of a National-Cycling-Organisation.

**Proposer's note:** To increase Cycling UK's membership numbers (and thus its revenue and its

# CYCLING UK – ANNUAL GENERAL MEETING 2021 AGENDA AND MINUTES



ability to campaign and support cycling) by asking the general cycling public for the information and insight needed to enable Cycling UK to strengthen its market strategy for 2022 and beyond and in particular to:

- increase its profile in the market;
- strengthen and where appropriate refocus key selling messages;
- confirm the factors which make a national cycling organisation successful in attracting new members;
- refine its membership services so that they are sympathetic with the needs of the cycling public;
- get greater understanding of the buying behaviour of the general cycling public, their perceptions of national cycling organisations, and their willingness and needed incentives to buy membership.

**Proposer:** Raymond Pitchforth

**Seconder:** Michael Ronayne

**Board Response:** The Board accepts this motion in the spirit that it is already accepted practice. To provide the best membership offers and understanding of the campaigning priorities, Cycling UK regularly reaches out to the cycling market to understand their needs, benefits of interest, price sensitivity, giving propensity, and issues of concern. This is done through a mix of internal and external surveys and focus groups of members and supporters, YouGov-style population research and other sources of market analysis.

## 7) Cycling UK shall:

- a)** Update its policies on cycle-rail integration – including (but not limited to) the provision of cycle spaces on trains – to reflect the proposals in the Government's Rail White Paper and the cycle-rail commitments in its 'Gear Change' vision document; and
- b)** Continue to work with the European Cyclists' Federation on issues relating to cycle carriage on cross-channel train services, including the possibility of new night train services.

**Proposer's note:** There is a need to communicate effectively with influential stakeholders to gain support to reverse the underfunding and the lack of provision since privatisation.

The use of flexible space on trains is a quick, cheap, and easy way to increase capacity that has been recently taken up by ScotRail.

**Proposer:** Barry Raynor

**Seconder:** Philip Benstead

**Board Response:** The Board accepts this motion. The UK Government's recent 'Shapps-Williams Review' White Paper (<https://tinyurl.com/4cmacrzr>) has proposed new organisational and governance arrangements for Britain's railways. It is therefore necessary and timely to update Cycling UK's cycle-rail policies to reflect these changes, and to press for improved cycle-rail provision, as Cycling UK called for in its submission to the Review (<https://tinyurl.com/xv6urtyb>). We also need to resume collaboration on cycle-rail issues with the European Cyclists' Federation, given the prospect of European night trains serving the UK from 2024 (see <https://tinyurl.com/7yyraujk>).

**8)** Cycling UK shall seek where possible to enable and encourage those participating in events and activities that it organises or supports, to travel sustainably to and from these events and activities (e.g. by cycling or by using public or shared transport), by encouraging event and activity organisers where possible to:

- a)** provide information on how to travel sustainably to and from these events and activities in any promotional material or joining instructions.

**Proposer's note:** One of Cycling UK's objectives relates especially to 'promote the conservation and protection of the environment'. That is negated if the motor vehicle is a single occupation and will increase a person's annual carbon footprint and hence contribute to climate change.

Many events and cycle rides at the local level start at locations that are impossible to get to unless a motor vehicle is used. This practice should be reviewed. The member survey indicated 71% support for 'Encouraging cycle use to benefit the environment'.

**Proposer:** Philip Benstead

**Seconder:** Peter Kanssen

**Board Response:** The Board accepts this motion. Where Cycling UK has organisationally led events, we look to encourage participants to consider their transport choices by signposting public transport options where they are available and facilitate this by identifying convenient locations.

Outside of our own events, Cycling UK also provides insurance cover for a wide range of events through our groups network. We will through guidance seek those groups to consider transport options in a similar way to ourselves. However, we do recognise that people's travel choices to locations where they choose to cycle are their own.

On a practical level, whilst many locations are accessible by public transport, we recognise that many areas such as rural areas are blighted by very limited transport options and frequency. The nature of group rides is multiple people and therefore multiple cycles. Provision of space on public transport is often limited by the operator (something we campaign on to increase provision) and coupled with frequency can make taking people to where they want to cycle difficult.

## Minutes of the 2020 Cyclists' Touring Club AGM

The Annual General Meeting of the Cyclists' Touring Club, trading as Cycling UK, was held at 11am on Friday 4 September 2020 and took place as a virtual meeting 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 AGM held in London on 15 June 2019.

**CARRIED:** For = 3,176 Against = 22 Abstentions = 368

**2)** To adopt the Annual Report of the Board of Trustees and the audited accounts for the year ended 30 September 2019, as published on the Cycling UK website.

**CARRIED:** For = 3,200 Against = 29 Abstentions = 338

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

**CARRIED:** For = 3,090 Against = 105 Abstentions = 371

## 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.

**Proposed by:** Janet Atherton

**Seconded by:** Andy Macnae

**CARRIED:** For = 2,075 Against = 1,418 Abstentions = 75

## 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 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'.

**Proposed by:** Andy Key

**Seconded by:** Christine Gibbons

**CARRIED:** For = 2,624 Against = 485 Abstentions = 459

## ORDINARY RESOLUTIONS

**6)** Reduction of promotion of holiday flights.

**Proposer:** Martin Crane

**Seconder:** Alison Hill

**CARRIED:** For = 2,576 Against = 704 Abstentions = 287

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

**Proposer:** Blaise Kelly

**Seconder:** Conrad Kelly

**CARRIED:** For = 3,015 Against = 253 Abstentions = 301

The Annual General Meeting 2020 closed at 2.30pm.



# CYCLING UK – ANNUAL GENERAL MEETING 2021



## FORM OF PROXY (FOR USE BY MEMBERS NOT ATTENDING THE AGM)

**SECTION 1:** The Cycling UK Annual General Meeting 2021 is to be held on Friday 10 September 2021. The full agenda for the meeting is published with the August/September edition of Cycle magazine, together with the full text of the motions listed on this form. If you cannot attend the AGM, you may still vote by using this form to appoint a proxy. A proxy vote is written authorisation given by you for someone else to vote on your behalf. As a member of Cycling UK you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak, and vote at the AGM.

A proxy does not need to be a member of Cycling UK but must attend the meeting to represent you. As the AGM 2021 will be held virtually, once appointed a proxy will be notified of the appropriate joining instructions for the meeting. Where you appoint as your proxy someone other than the Chair, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to speak on your behalf, you will need to appoint someone other than the Chair and give them the relevant instructions directly.

### You have a number of choices regarding appointing a proxy

#### YOU CAN EITHER:

- appoint the Chair of the meeting to vote on your behalf (*sign section 2a and return this proxy form*);
- or name a specific person (*sign section 2a, complete 2b, and return this proxy form*)

#### THEN YOU CAN EITHER:

- leave the vote to the discretion of your proxy (*you need do nothing more*);
- or direct your proxy how to vote.

#### Return instructions

You can appoint a proxy online or by post. To support Cycling UK in saving money, we would strongly recommend that you appoint a proxy online.

#### To vote online

Go to [www.cesvotes.com/cyclingUK2021](http://www.cesvotes.com/cyclingUK2021) and follow the online instructions. You will need to enter your unique two-part security code, which is printed below. The deadline for electronic voting is **9.00am on 9 September 2021**. For help with electronic voting, please contact Cycling UK on **01483 238301** during office hours or email [AGM@cyclinguk.org](mailto:AGM@cyclinguk.org)

*If you vote online please do NOT return this form.*

#### To vote at the AGM

You may join the virtual AGM and vote electronically between **11am and 2pm BST on 10 September 2021** during the AGM.

To register to attend the AGM you must notify us, before **9.00am on Wednesday 1 September 2021**, by emailing [AGM@cyclinguk.org](mailto:AGM@cyclinguk.org). In your email, please provide your full name, membership number, and two-part security code.

To vote during the AGM – please go to [www.cesvotes.com/cyclingUK2021](http://www.cesvotes.com/cyclingUK2021) and enter the 2 part security code printed on the proxy form.

#### To vote by post

##### To appoint a proxy using this form

- A) The form must be completed and signed.
- B) It must be returned to: "Freepost Civica Election Services". Yes, just four words! No stamp is required. **Please do not write anything else on the envelope as this will result in additional charges.**
- C) Completed forms must be received by **9.00am on 7 September 2021**. Note that forms **CANNOT** be sent electronically.
- D) By completing and returning this form, you are not prevented from attending the meeting if you later decide to do so. However, your attendance revokes the appointment of your proxy.

### Appoint your proxy

**SECTION 2:** To appoint the Chair of the Meeting as your proxy, just sign in box **2a**. To appoint a different proxy, write your proxy's name and contact details, including email address in box **2b**.

"I, being a member of Cycling UK, hereby appoint the Chair of the Meeting or the person named below as my proxy to vote for me and on my behalf throughout the Annual General Meeting of Cycling UK to be held on 10 September 2021 and at any adjournment thereof".

**If you notice an error on your form, please do not make any amendments. Contact [AGM@cyclinguk.org](mailto:AGM@cyclinguk.org) and we will provide a new form for your use.**

*Cycling UK is a trading name of Cyclists' Touring Club (CTC) a company limited by guarantee, registered in England no: 25185. Registered as a charity in England and Wales charity no: 1147607 and in Scotland charity no: SC042541. Registered office: Parklands, Railton Road, Guildford, Surrey GU2 9JX.*

Member's Name						
Membership Number						
Security Code <i>[online voting]</i> Part 1 Part 2						
2a Member's Signature						
2b Name of your Proxy <i>[leave blank if Chair]</i>						

## To vote on the motions at the AGM

**SECTION 3:** To direct your proxy how to vote, put a cross [X] in the appropriate box against the motion(s) on which you want them to vote. If you leave boxes against any motion blank, your proxy will be able to vote as they see fit.

Member's Name						
Membership Number						



### ORDINARY BUSINESS

**MOTION 1:** To adopt the minutes of the 2020 AGM.

To vote For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Against	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abstain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**MOTION 2:** To adopt the Annual Report and audited accounts for 2019/21.

To vote For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Against	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abstain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**MOTION 3:** To re-appoint Buzzacott LLP as auditors.

To vote For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Against	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abstain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### ORDINARY RESOLUTION

**MOTION 4:** That the membership fee shall increase: Household rate from £75 to £78; Concession rate from £30.50 to £33; Student/Junior rate from £24 to £33. Individual rate unchanged

To vote For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Against	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abstain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### SPECIAL RESOLUTION

**MOTION 5:** That the Articles of Association be amended.

To vote For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Against	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abstain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### ORDINARY RESOLUTIONS

**MOTION 6:** Arrange survey of non-members of Cycling UK to inform strategies for membership growth.

To vote For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Against	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abstain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**MOTION 7:** Cycling UK shall: a) update its policies on cycle-rail integration; and b) work with the European Cyclists' Federation on issues relating to cycle carriage.

To vote For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Against	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abstain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**MOTION 8:** Cycling UK shall enable and encourage sustainable travel to its events.

To vote For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Against	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abstain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**SAVE TIME AND MONEY BY VOTING ONLINE:** Instead of filling in this form and posting it, you can vote online. Go to [www.cesvotes.com/cyclingUK2021](http://www.cesvotes.com/cyclingUK2021) and follow the instructions. You'll need to enter your unique two-part security code [printed on the previous page]. All votes must be received on or before the closing date of **9.00am on 9 September 2021**.

