

CYCLING UK – ANNUAL GENERAL MEETING 2022 AGENDA AND MINUTES



THE ANNUAL GENERAL MEETING of the Cyclists' Touring Club, trading as Cycling UK, will be held at 11am on Friday 9 September 2022. 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 Friday 2 September 2022, by emailing AGM@cyclinguk.org. To attend the virtual meeting members will be required to register with their membership number. 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 virtually on 10 September 2021.
- 2) To adopt the Annual Report of the Board of Trustees and the audited accounts for the year ended 31 March 2022, as published on the Cycling UK website.
- 3) To appoint Saffery Champness LLP as auditors and to authorise the Board of Trustees to fix their remuneration.

Board response: As highlighted at the 2021 AGM, during the past year we have undertaken a tender process to review our audit engagement. Following a market review, proposals were requested from eight leading firms, of which six provided a written response. Three were shortlisted and invited to a final presentation stage with a panel consisting of trustees, the independent member of the audit and governance committee, and senior leadership. Following this process the Board of Trustees propose to appoint Saffery Champness LLP as Cycling UK's auditors to complete the audit of the 2022/23 accounts.

ORDINARY RESOLUTION

- 4) That the membership fee set pursuant to Article 11 of the Articles of Association shall increase as follows: Individual rate from £48 to £50; Household rate from £78 to £80; Concession rate to be held at £33.

Board response: The trustees propose to raise the main Individual membership rate to £50. The charity is subject to inflationary cost pressures as

all organisations are. Having frozen membership rates for the last two years, we feel the time is right to apply a modest increase to ensure that the organisation's income remains stable relative to costs.

Although funding from statutory sources and government grants has grown, this income is restricted to specific behaviour change projects. The majority of unrestricted income comes from membership fees, and we need to increase our rates to ensure our sustainability. Membership income enables us to deliver our vital work campaigning for cyclists' rights, supporting members and getting millions more people cycling.

The reduced Concessionary rate will remain nearly a third less than Individual membership, and this rate will remain frozen to reflect increased pressures on those with low incomes. Household membership will still represent very good value for money. We continue to improve the membership offer by reviewing our current benefits package.

Proposer: Andy Macnae

Secunder: Janet Atherton

- 5) Cycling UK shall include on the election ballot papers circulated to members specific validated confirmation (for example, by way of a tick box) that each individual candidate has been a member of the organisation for at least a period of a year prior to the closing date of application. Candidates, within their election statement to be published with the ballot paper, will also be asked to provide details of any specific prior participation in the work of the organisation.

Proposer's note: To ensure that members are assured of the validity of candidates standing for election and to continue to enable the charity to seek to elect trustees from the membership with a diverse range of backgrounds and experiences.

Proposer: Phillip Benstead

Secunder: Peter Kanssen

Board Response: The Board accepts this motion. The Charity Code of Governance (charitygovernancecode.org) sets out specific good governance, including in relation to equality, diversity and inclusion. The Board is committed to demonstrating good practice in line with the code, and this includes in relation to principles of diversity and inclusion and specifically in relation to point 6.4.3 relating to "any bias in trustee recruitment and selection".

The Board considers that accepting this motion demonstrates to members that we are undertaking

appropriate due diligence on election candidates, while continuing to operate the election process in a way which does not unfairly bias voting and supports selection of candidates based on the appropriateness of their skills and abilities to operate effectively in the role and not on the basis of their length of membership.

The Board therefore accepts this motion on grounds that it demonstrates good governance in line with the Charity Code of Governance and the Board's aim to continue to create a more diverse and inclusive Board of Trustees and organisation, while also ensuring that we are continuing to undertake due diligence to ensure compliance with the 2016 resolution that candidates standing for election should have been a member for at least a year prior to the closing date for nominations. All candidates' details are checked and verified in our membership database prior to appearing on the ballot paper.

- 6) Cycling UK shall continue to adopt the Nolan Principles ("The Seven Principles of Public Life", published 31 September 1995) and other guidance and best practice for the charity sector in operation of its governance framework. The Nolan Principles includes Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty, and Leadership: gov.uk/government/publications/the-7-principles-of-public-life

Proposer's note: The Board of Trustees has previously stated that it would follow the Nolan Principles. We are therefore proposing that the Board of Trustees reaffirm its commitment to these principles and wider best practice, ensuring that these and other good practice guidance and standards are demonstrated in the Board's decision making and actions.

Proposer: Phillip Benstead

Secunder: Peter Kanssen

Board Response: The Board accepts this motion. The Board welcomes and supports the spirit of the motion and continues to be committed to adopting the highest standards of governance, including compliance with a range of standards such as the Charity Code of Governance, the Nolan Principles, the Charity Ethical Principles, and other good practice initiatives that promote confidence in charities and create a supportive environment.

The Board regularly reviews its compliance with the recommended practice in the Charity Code of Governance (charitygovernancecode.org), publishing details of the level of compliance in the Annual Report and Accounts. This code includes recommended practice on a range of principles which align with the Nolan Principles.

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The role description for Board members and Trustees, which is reviewed and published annually as part of the trustee election process, also closely aligns with the Nolan Principles.

The Board therefore accepts this motion as the principle aligns with our existing governance framework and commitment to continue to demonstrate and operate the highest standards of good governance in line with the Charity Code of Governance.

Minutes of the 2021 Cyclists' Touring Club AGM

The Annual General Meeting of the Cyclists' Touring Club, trading as Cycling UK, was held at 11am on Friday 10 September 2021 and took place as a virtual meeting with Janet Atherton (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 on 4 September 2020.

CARRIED: For = 1,669 Against = 13 Abstentions = 115

- 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.

CARRIED: For = 1,685 Against = 14 Abstentions = 98

- 3] To reappoint Buzzcatt LLP as auditors and to authorise the Board of Trustees to fix their remuneration.

CARRIED: For = 1,627 Against = 63 Abstentions = 107

SPECIAL RESOLUTIONS

- 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.

Proposer: Andy MacNae

Seconder: Christine Gibbons

CARRIED: For = 1,347 Against = 383 Abstentions = 68

- 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."

Proposer: Christine Gibbons

Seconder: Andy Macnae

CARRIED: For = 1,642 Against = 46 Abstentions = 111

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: Raymond Pitchforth

Seconder: Michael Ronayne

CARRIED: For = 1,575 Against = 135 Abstentions = 89

- 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: Barry Raynor

Seconder: Phillip Benstead

CARRIED: For = 1,768 Against = 16 Abstentions = 15

- 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: Phillip Benstead

Seconder: Peter Kanssen

CARRIED: For = 1,678 Against = 59 Abstentions = 62

The Annual General Meeting 2021 closed at 12:50pm.



CYCLING UK – ANNUAL GENERAL MEETING 2022



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

SECTION 1: The Cycling UK Annual General Meeting 2022 is to be held on Friday 9 September 2022. 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 2022 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/CyclingUK2022 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 6 September 2022**. For help with electronic voting, please contact Cycling UK on **01483 238301** during office hours or email 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 1pm BST on 9 September 2022** during the AGM.

To register to attend the AGM you must notify us, before 9.00am on Friday 2 September 2022, by emailing AGM@cyclinguk.org. Please provide your full name, membership number, and two-part security code in order to register to attend.

To vote during the AGM, please go to www.cesvotes.com/CyclingUK2022 and enter the two-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 Civica Election Services by 9.00am on **6 September 2022**. 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 9 September 2022 and at any adjournment thereof."

If you notice an error on your form, please do not make any amendments. Contact 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 (online voting) Part 1 Part 2						
2a Member's signature						
2b Name and email address of your Proxy (leave blank if chair)						

If you are leaving the vote to the discretion of your proxy, after completing the form above, simply return the form to FreePost Civica Election Services.

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 2021 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 the year ended 31 March 2022.

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 appoint Saffery Champness LLP as auditors and to authorise the Board of Trustees to fix their remuneration.

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 4: That the membership fee set pursuant to Article 11 of the Articles of Association shall increase as follows: Individual rate from £48 to £50; Household rate from £78 to £80; Concession rate to be held at £33.

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 5: Cycling UK shall include on the election ballot papers circulated to members, specific validated confirmation [for example, by way of a tick box] that each individual candidate has been a member of the organisation for at least a period of a year prior to the closing date of application. Candidates within their election statement to be published with the ballot paper, will also be asked to provide details of any specific prior participation in the work of the organisation.

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 6: Cycling UK shall continue to adopt the Nolan Principles ["The Seven Principles of Public Life", published 31 May 1995] and other guidance and best practice for the charity sector in operation of its governance framework.

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 ENVIRONMENTAL IMPACT BY VOTING ONLINE: Instead of filling in this form and posting it, you can vote online. Go to www.cesvotes.com/CyclingUK2022 and follow the instructions. You'll need to enter your unique two-part security code [on the previous page]. All votes must be received by the closing date of **9.00am on 6 September 2022**.

