

CTC AGM Agenda & Minutes

CYCLISTS' TOURING CLUB

The Annual General Meeting of the Cyclists' Touring Club will be held at 1.00pm on Saturday 12 May 2012 at the Hilton Hotel, Victoria Quays, Sheffield S4 7YE. To obtain admission, members must produce a valid membership card or other proof of current membership.

K. E. Mayne, Chief Executive.

A full copy of the Articles of Association and Determinations in General Meeting, together with the proposed changes, is available on the CTC website or on request from National Office and copies will be available at the meeting. Versions of this agenda in alternative formats are also available on request to CTC National Office. The Proxy Voting form is circulated with the April/May 2012 issue of *Cycle*. Procedures for use are on the form and are available on the CTC website.

Agenda

SPECIAL RESOLUTIONS

(require 75% of those voting to be passed)

1 Proposed by B Flood on behalf of the Council, seconded by A Spurr

This AGM agrees that the CTC Articles of Association be amended as follows:

(i) Amend Article 1.7 so that it reads:

The objects for which the Club is established (the 'Objects') are to:

- 1.7.1 promote community participation in healthy recreation by promoting the amateur sport of cycling, cycle touring and associated amateur sports;
- 1.7.2 preserve and protect the health and safety of the public by encouraging and facilitating cycling and the safety of cyclists;
- 1.7.3 advance education by whatever means the trustees think fit, including the provision of cycling, training and educational activities related to cycling;
- 1.7.4 promote the conservation and protection of the environment.

(ii) Delete article 1.8 in its entirety and re-number the following articles accordingly.

(iii) Amend the current article 1.9 'the powers' to

preserve powers that were previously part of the Objects and to include additional powers to provide increased flexibility by inserting the following as new articles and re-numbering the current articles accordingly:

- 1.9.16 to promote cycling competitions, rallies, rides, cycle tours and other events both at home and abroad and to make or facilitate in the making of appropriate arrangements for such participants;
- 1.9.17 to promote and increase the appreciation of the countryside and places of public interest, to establish and protect access to such places by cycle and on foot and to preserve and improve amenities;
- 1.9.18 to educate or facilitate the education of the public in road usage, road safety and in particular the safety of cyclists, and the promotion of any plans, measures, schemes or proposals designed to that end;
- 1.9.20 to provide legal assistance for the riders of bicycles, tricycles and other similar vehicles in the enforcement of their rights to use public roads and public rights of way;
- 1.9.21 to cater for the needs of cyclists by collecting and furnishing information for the planning and conduct of cycling tours and other events, publishing and supplying books and other forms of media, routes, guides, brochures, accommodation lists, maps, badges and emblems and by arranging for insurance and any necessary documentation;
- 1.9.22 to produce, print and publish anything in any media;
- 1.9.23 to provide or procure the provision of services, education, training, consultancy, advice, support, guidance, grants, awards or materials in kind;
- 1.9.24 to promote and advertise the Club's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government, local authorities or other public bodies by undertaking campaigning and, to the extent permitted by law, political activities;
- 1.9.25 to co-operate and enter into any arrangements with any governments, authorities or any person, company or association;

(iv) The proviso contained at the end of the current article 1.9.16 be deleted as it is redundant as it is not required by the Charity Commission.

Proposers Note: CTC's 2010 AGM authorised Council to take the steps necessary to register the Club as a charity with the Charity Commission for England and Wales. Following a review of the Club's

application for registration, the Commission have recommended simplification of the current objects and separation of objects and powers because the current structure does not reflect current practice. An explanation of the advice from the Commission is printed in the April-May 2012 issue of Cycle.

2 Proposed Martin Cockersole, seconded John Catt on behalf of the Council This AGM agrees that the CTC Articles of Association be amended as follows:

(i) The existing article 15.1 be deleted and replaced with the following: A notice, accounts or other documents may be given by the Club to any Member by publication in the Club magazine or personally or by sending it by post to his registered address or (if he has no registered address within the United Kingdom) to the address if any within the United Kingdom or to an electronic mail address supplied by him to the Club for that purpose or in accordance with the provisions for communication by website set out below. Printed copies of all notices accounts or other documents will be available to all members on request from the registered office of the Club.

(ii) Article 15.2 be deleted and replaced with the following: Where a notice, accounts or other documents are sent by post or by electronic mail or by publication in the Club magazine, service of the notice, accounts or other documents shall be deemed to be effected by properly addressing, preparing and posting or emailing them or the document or the edition of the Club magazine in which it has been embodied and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the same shall have been posted or emailed and in any other case the time at which the same would be delivered in the ordinary course of post or email communication.

(iii) A new article be inserted as Article 15.3 and the following articles be re-numbered accordingly:

15.3 Where a member has informed the Club in writing of his consent, or has given deemed consent in accordance with the Companies Act, to receive notices, accounts or other documents from the Club by means of a website, such information will be validly given if the Club sends that member a notification informing him that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If

the information relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

Proposer's note: Current articles have not been updated to reflect the preference of many members to receive CTC information by email and to view documents on the web site. Distributing bulk materials to members by mail is costly and not environmentally sound. Members will be asked whether they wish to receive notices by email or read them on line; those who do not wish to do so will still receive a printed copy.

3 Proposed Philip Benstead, seconded by Eric Gill. Remove existing paragraph 10.4 of the CTC Memorandum & Articles of Association. Replace with: 'A General Meeting shall elect from among the number of those attending a chair who shall preside at the meeting. The meeting Chair may be any CTC member except serving Members of Council. The election of the chair will be by show of hands with the person attracting the largest number of votes being appointed. In the event of a tie the Chair of Council will have a casting vote.'

Proposer's note: This motion aims to increase transparency and democratic accountability to members by calling the Council to account at the AGM by having an independent chairman.

Council response: Council strongly opposes this motion. The Chair of CTC Council currently chairs the AGM because members reasonably expect that the AGM is chaired by the person best equipped to carry out the business of the meeting, who understands the requirements of the appropriate legislation and is someone they know will take a consistent position on proposals on the agenda. Someone elected at the meeting will not have been involved in preparing the meeting, is not known to proxy voters and may not have the requisite skills or experience to chair a General Meeting of a national membership organisation.

ORDINARY BUSINESS:

4 To adopt as a true record the minutes of the Annual General Meeting held in Portland on 14 May 2011.

5 To adopt the Annual Report of the Council and the audited accounts for the year ended 30 September 2011 as circulated with the April/May issue of the CTC members' magazine.

6 To appoint Buzzacott LLP as auditors and to authorise the Council to fix their remuneration.



Photo: 2011 AGM, by Dan Joyce

ORDINARY RESOLUTIONS

7 Proposed by M Cockersole on behalf of the Council, seconded by J Catt. That, with effect from 1 October 2012 the subscription table to the determination pursuant to current Article 4.4 of the Articles of Association be deleted and replaced by the following: 'ORDINARY MEMBERSHIP SUBSCRIPTION effective from 1 October 2012: £41.00'

Proposer's note: Council recommends this change for 2012/13 as an affordable sum which will adequately support the continued achievement of the organisation's activities while covering known cost increases. Council is determined that these cost increases should not result in a reduction of our efforts to promote cycling widely or our campaigning work. Council has reached this recommendation after very careful consideration of increasing costs, the competitive 'market place', affordability for members and sustaining the objectives of the organisation. It is a difficult balancing act which we hope members will support.

8 Proposed Michael McGeever, seconded by T Cook

(i) That CTC discounted membership rates be extended to include those who are Registered Disabled, can demonstrate conditions that create similar limited access to cycling and to the recognised carers of such members.

(ii) That CTC modify its member groups' grants scheme to encourage access to cycling for those with disabilities, encouraging participating groups to claim grants which contribute to the out of pocket expenses for participation in cycle touring activities by local members affected by (i) above and their supporters.

Proposer's Note: These proposals support those who cannot ride without supporters such as blind stokers who need tandem pilots. Supporters often incur expenses despite the fact that they are enabling others to enjoy something we take for granted. CTC should support these individuals as much as they would other volunteers or staff.

Council Response: Council welcomes these proposals as a further opportunity for CTC to increase access to cycling and show its commitment to equality of opportunity.

9 Proposed Philip Benstead, seconded by Eric Gill. The Standing Orders for General Meetings be amended to include the words: 'Proxy votes where the chair of the meeting and or the Chair of Council has been authorised to use discretion shall be treated as abstentions. This policy shall be highlighted in the notice of the meeting, the agenda and on proxy voting papers.'

Proposer's note: The proposers believe that only votes cast by members who have expressed a view by instruction of a proxy who understands the member's views on motions should be counted. This reduces the possibility of a block of discretionary votes being used to hinder the wishes of voting members.

Council response: Council strongly opposes this motion. Council believes that this proposal may contravene both the spirit and practice of the Companies Act which says all proxies must have all the powers of the member granting the proxy. However, this issue has not yet been tested in a court of law. The motion discriminates against members who cannot attend the AGM and do not have access to a list of potential attendees to give their proxy. A member may wish to abstain on a motion and is allowed to do so but forcing abstentions by default is not a reasonable way of exercising a duty to the proxy voting member,

or to the Club. Given discretion, the Chair has the potential to vote reflecting the debate.

10 Proposed Philip Benstead, seconded Eric Gill. The Council shall publish within 2 months of the AGM reports to members on: Charity Commission Registration of Cyclists' Touring Club; the new CTC website project; payments between Cyclists' Touring Club and CTC Charitable Trust; and the replacement of the CTC Accounting system, by posting it on the members' part of the CTC website, with a notification to members in Cycle as soon as practicable.

Proposer's note: This motion aims increase transparency and democratic accountability to members to the running and financing of CTC. We expect such reports to include a critique on lessons learned and the outcomes of each project, the costs of each activity and implications for members. We believe that some of these activities have been withheld from directors and members and that CTC policies have not been followed.

Council response: Council opposes this proposal as an unnecessary use of the AGM process and because the Council does not accept the accusations made in the proposer's note. The Council will however publish the information requested as part of normal Council reporting.

Minutes of the 2011 Cyclists' Touring Club AGM

The Annual General Meeting of the Cyclists' Touring Club held at the Weymouth and Portland National Sailing Academy, Osprey Quay, Portland, Dorset, DT5 1SA on 14 May 2011 with David Cox (Chair of CTC National Council) in the Chair.

SPECIAL RESOLUTION: CHARITY VOTE

1 Proposed by B Flood on behalf of the Council, seconded by A Spurr This AGM agrees that the revised Memorandum and Articles of Association as circulated with the Notice of the Annual General Meeting in the April/May issue of Cycle magazine be adopted as the new Articles of Association of the Club in substitution for and to the exclusion of all existing Articles of Association.
CARRIED For 9,695 Against 1,285 Abstain 206

ORDINARY BUSINESS:

2 To adopt as a true record the minutes of the Annual General Meeting held in Loughborough on 15 May 2010.
CARRIED: For 10,572 Against 68 Abstain 540

3 To adopt the Annual Report of the Council and the audited accounts for the year ended 30 September, 2010 as printed in the April/May issue of the CTC members' magazine.
CARRIED: For 10,632 Against 136 Abstain 409

4 To appoint Buzzacott LLP as auditors and to authorise the Council to fix their remuneration.
CARRIED: For 10,469 Against 140 Abstain 564

ORDINARY RESOLUTIONS:

5 Proposed by M Cockersole on behalf of the Council, seconded by J Catt That, with effect from 1 October 2011 the subscription table to the determination pursuant to current Article 6 of the Articles of Association be deleted and replaced by the following: 'ORDINARY MEMBERSHIP SUBSCRIPTION effective from 1 October, 2011: £39.00'
CARRIED: For 8,722 Against 1,849 Abstain 612

6 Proposed by Kevin Hickman, seconded by Roger Crosskey That CTC promote: the removal of existing physical barriers to disabled cyclists; the inclusion of disabled cyclists in the design methodology of new cycle infrastructure; the publication of information detailing where exclusion exists in cycle infrastructure.
CARRIED: For 10,721 Against 151 Abstain 311

7 Proposed by Brian Lowe, seconded by Robert Thompson That by the 2012 AGM, Council should review which classes of CTC member should enjoy the benefit of an unrestricted right to ride with any CTC member group, recognising the rights of Full Members and the burden on volunteers of allowing participation by those who do not have Full Membership.
CARRIED: For 9,131 Against 814 Abstain 1,232

8 Proposed by Philip Benstead, seconded by Karen Sutton Non-confidential items of CTC Council business shall be published and accessible to members on the CTC website as soon as reasonably practicable. These will include at least the Councillors' Handbook, policies, agendas and minutes of council meetings, committees, work groups and votes cast in elections and appointments.
CARRIED: For 10,739 Against 132 Abstain 311

9 Proposed by Philip Benstead, seconded by Karen Sutton The votes cast in all motions of financial, policy and regulatory nature at CTC Council meetings and its national committees shall be counted, recorded and published in the minutes and on the CTC website, with identification of those who voted for and against and abstaining as soon as reasonably practicable.
MOTION NOT PASSED: For 3,303 Against 7,186 Abstain 694

ACCOUNTS AND REPORTS

Members familiar with previous CTC Annual Reports and Accounts will notice a significant change in the layout and presentation of the documents this year. Since CTC became a charity in 2011, its reports have to comply with prescribed charities reporting formats (Statement of Recommended Practice and Statement of Financial Activities).

These reports are much more prescriptive than company accounts and considerably longer. The Council recognises that Annual Reports are not a subject that excites many people when they would prefer to be out cycling, but we recognise our obligation to make the material accessible to all. Members who have queries about any aspect of the documents can contact us before the AGM by phoning national office and speaking to Carol McKinley, Operations Director or emailing members.matter@ctc.org.uk

Recognising the new format is somewhat large and impenetrable, the Council is recommending that we change the way the report is circulated in future. This year we are circulating the full report to all members as usual with the magazine to introduce the format to all members. Next year we intend to publish a shorter summary of activities in the magazine which will be more focussed, cost effective and use less resources. The full report will be available on the website, by email or on request. Notice of publication will be given by email as well as in the magazine. To facilitate this we have proposed a small procedural amendment to the CTC Memorandum and Articles of Association to allow email notifications to be used.

SUBSCRIPTION COSTS

Members will also see that there is also a proposal to increase subscriptions. Council has reached this recommendation after very careful consideration of increasing costs, the competitive 'market place', affordability for members, and sustaining the objectives of the organisation. It is a difficult balancing act. On one side of the equation, cost increases over this year include 15% for third party insurance and 25% for the magazine.

Efforts are continuing to manage all costs, but these increases cannot be mitigated entirely. On the other side, part of the process is to make sure that there are affordable options within the membership structure for those less able to pay these higher amounts. In the current year the average subscription rate was £24.50, which reflects this balance. The Council is now undertaking further work to review and enhance the discounted membership classes to ensure that there is a membership package to suit all who wish to support our organisation.

Overall, Council is determined that these cost increases should not result in a reduction of our efforts to promote cycling widely or our campaigning work.