

AGM AGENDA & MINUTES

VOTING FORM

Your proxy voting form was included separately with this issue of Cycle

CYCLISTS' TOURING CLUB TRADING AS CYCLING UK

THE ANNUAL GENERAL MEETING of the Cyclists' Touring Club, trading as Cycling UK, will be held at 11.30am on Saturday 12th May 2018 at Armada House Conference & Events, Armada House, Telephone Avenue, Bristol, BS1 4BQ. To book your place at the AGM, you must notify Sue Cherry before 9.00am on 1st May – email sue.cherry@cyclingsuk.org or call 01483 238302 – so final numbers can be confirmed with the venue. To obtain admission, members must produce a valid membership card or proof of current membership.

Paul Tuohy, Chief Executive

A full copy of the Articles of Association is available on Cycling UK's 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. The proxy voting form is circulated with the April/May edition of Cycle. Procedures for use are on the form.



Voting electronically at the venue is one of three ways to take part

AGENDA

ORDINARY BUSINESS

- 1) To adopt as a true record the minutes of the Annual General Meeting held in London on 13th May 2017.
- 2) To adopt the Annual Report of the Board of Trustees and the audited accounts for the year ended 30th September 2017, 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.

ORDINARY RESOLUTIONS

- 4) That the membership fee set pursuant to Article 11 of the Article of Association shall increase from £45.00 to £46.50 for the year from 1st October 2018.

Board response: We are proud of all that the charity does to support both members and in getting the UK cycling through our programmes and keep them cycling through our campaigns; and our surveys say that you rate the membership's value for money

highly. Indeed, we want to do even more; therefore, it is prudent to budget for a small increase in the membership fee to ensure that we are capable of absorbing future inflationary costs and to be able provide the funds to maintain our levels of campaigning, group support and in cycling development.

The team work hard to keep increases to a minimum, by successfully negotiating for Gift Aid and in winning Government contracts, the fee has only risen by £4.00 since 2010.

Alongside the support that your membership fee provides to the charity we have also sought to introduce rewarding offers such as discounts from Halfords, Cotswold Outdoors and Snow and Rock. We have also introduced monthly Direct Debit options for ease of payment and have a range of concessionary membership options to ensure that membership is accessible to all.

Proposer: Welna Bowden
Second: Andy Key

- 5) That each cycling UK member is entitled to stand for election to the Board of Trustees without having to satisfy a Nominations Committee's conditions, instead of which a proposal supported by 10 other members should be sufficient to place their name on the ballot paper.

Proposer's note: Current practice prevents members from being fairly elected. A Nominations Committee that operates in secret (no minutes are available to ordinary members) is not in the interests of the charity or its aims.

Proposer: Yann Maidment
Second: Ken Baker

The Board opposes this motion. The use of a Nominations Committee is a common approach in the charity sector and elsewhere as a means of ensuring that Board Members have an appropriate balance of skills, knowledge, and experience. Managing board composition to meet the needs of the

organisation is recognised as good practice, and is a recommendation in the Charity Governance Code. The proposal to adopt a Nominations Committee was one of the recommendations of the Governance Working Group, and it was approved by the members of the charity, by an overwhelming 85% of those who voted, at the 2016 AGM.

The way the Nominations Committee operates is to be reviewed as indicated above, and that review will consider, among other things, how greater transparency can be achieved.

CTC AGM MINUTES 2017

The Annual General Meeting of the Cyclists' Touring Club was held at 10.00am on Saturday 13th May 2017 at the Wesley Hotel and Conference venue, 81/103 Euston Street, London NW1 2EZ, with Dan Howard (Chair of Cycling UK Board of Trustees) in the Chair.

ORDINARY BUSINESS

1) To adopt as a true record the minutes of the Annual General Meeting held in Derby on 7th May 2016.

Proposed by: Paul Hepworth

Seconded by: David Austin

CARRIED: For = 2352. Against = 28.
Abstentions = 211

2) To adopt the Annual Report of the Council and the audited accounts for the year ended 30th September 2016, as published on the Cycling UK website.

Proposed by: Welna Bowden

Seconded by: Ian Wescombe

CARRIED: For = 2391. Against = 32.
Abstentions = 170

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

Proposed by: David Smith

Seconded by: Welna Bowden

CARRIED: For = 2337. Against = 72.
Abstentions = 185

SPECIAL RESOLUTIONS

The Company resolves:

4) "That subject to the prior consent of the Charity Commission, and with effect from the date on which such consent is obtained, the existing Articles of Association of the Company be abrogated in their entirety and replaced with new Articles of Association in the form attached."

Proposed by: Jaki Lowe

Seconded by: Jonathan Naughton

CARRIED: For = 2190. Against = 177.
Abstentions = 227

5) This Company resolves that the articles of association shall be amended by:

(i) replacing '200' with '400' in article 13.2, and

(ii) adding a new article 13.6 as follows:

13.6 If the Trustees reasonably conclude that a Petition is not lodged in good faith or is designed to achieve aims other than the best interests of the Charity, the Trustees may require the petitioning Members to bear the reasonable costs properly incurred by the Charity in conducting the poll and implementing the result.

Proposed by: Jaki Lowe

Seconded by: Jonathan Naughton

CARRIED: For = 1939. Against = 449.
Abstentions = 205

ORDINARY RESOLUTIONS

6) That the subscription table to the determination pursuant to current Article 4.4 of the Articles of Association shall increase from £43.50 to £45.00 for the year from 1st October 2017.

Proposed by: Jim Brown

Seconded by: Welna Bowden

CARRIED: For = 2140. Against = 354.
Abstentions = 99

7) That each Cycling UK member can submit a maximum of two motions at the AGM.

Proposed by: Paul Hepworth

Seconded by: David Smith

CARRIED: For = 2211. Against = 311.
Abstentions = 70

8) Increase Cycling UK's membership engagement. Within the six calendar months after the 2017 AGM, the Chief Executive and Trustees must publish and implement a coherent, cohesive and effective plan that increases the level of engagement within the 66,000 membership-base, in governance and elections. The measure of success of our CEO and Trustees in this matter will be a doubling of the percentage turnout recorded for 2016 AGM motions by the 2018 AGM, and by a further 5% year on year until engagement exceeds 50% of membership as audited.

Proposed by: Alan Staniforth

Seconded by: Colin Clarke

NOT CARRIED: For = 805. Against = 1638.
Abstentions = 148

9) Use 'Cyclists' Touring Club' for promoting touring events: that 'Cyclists' Touring Club', in addition to 'Cycling UK', shall be used in promotional material for touring-type events and rides.

Proposed by: Colin Clarke

Seconded by: Richard Bates

NOT CARRIED: For = 928. Against = 1561.
Abstentions = 104

10) Provide full business name Membership

cards of the club/charity to include the words, 'Cyclists' Touring Club' and 'we are CYCLING UK'.

Proposed by: Colin Clarke

Seconded by: Richard Bates

NOT CARRIED: For = 921. Against = 1557.
Abstentions = 115

11) Scrutiny Committee: that Cycling UK provide a scrutiny committee, independent of the trustees, to investigate any aspect of concern.

Proposed by: Colin Clarke

Seconded by: Richard Bates

NOT CARRIED: For = 829. Against = 1637.
Abstentions = 126

12) Proposer's right to reply: that proposers of AGM motion have a right of reply in 'Cycle' before the AGM, if Trustees oppose the motion.

Proposed by: Colin Clarke

Seconded by: Richard Bates

NOT CARRIED: For = 954. Against = 1519.
Abstentions = 120

13) CTC AGM live broadcast: that CTC shall broadcast in real time the AGM live over the internet.

Proposed by: Colin Clarke

Seconded by: Richard Bates

NOT CARRIED: For = 496. Against = 1789.
Abstentions = 307

14) Cycling UK website: that Cycling UK website shall provide links to documents (grouped under one heading) that relate to governing the Club, e.g. how the club is managed.

1 Articles of Association

2 Company Act

3 Charity Act and any related documents

4 Standing Orders relating to meeting and

conditions for proposed motions

5 Board meeting details

6 Any other documents that help in understanding how the Club is governed, e.g. previous AGM details and full details of results.

Proposed by: Colin Clarke

Seconded by: Richard Bates

CARRIED: For 2394. Against = 97.
Abstentions = 102

15) Cycling to primary school: that Cycling UK shall encourage children to cycle to school by encouraging parents to cycle with them.

Proposed by: Colin Clarke

Seconded by: Richard Bates

NOT CARRIED: For = 784. Against = 1589.
Abstentions = 219

The Annual General Meeting 2017 closed at 1.00pm.