

CYCLING UK – ANNUAL GENERAL MEETING 2024 AGENDA AND MINUTES

THE ANNUAL GENERAL MEETING of the Cyclists' Touring Club, trading as Cycling UK, will be held at 11am on Friday 27 September 2024. The Annual General Meeting will be held as a virtual meeting this year. 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 20 September 2024, 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 29 September 2023.
- 2] To adopt the Annual Report of the Board of Trustees and the audited accounts for the year ended 31 March 2024 as published on the Cycling UK website.
- 3] To appoint Saffery LLP as auditors and to authorise the Board of Trustees to fix their remuneration.

Board response: The Board is recommending that Saffery LLP be re-appointed to continue undertaking our audit engagement.

ORDINARY RESOLUTION

- 4] That the membership fee set pursuant to Article 11 of the Articles of Association shall increase as follows: Individual rate from £52 to £55; Household rate from £84 to £89; Concession rate from £34 to £36.

Board response: The Board proposes to increase the main individual membership rate to £55. This is based on careful analysis of inflation, expected rises in the costs of servicing the membership, and our organisational funding needs.

While the cost-of-living crisis was biting and inflation was rising, we ensured that our price increases stayed well below inflation rates. We understand how difficult the last few years have been for our members and have worked hard to keep membership prices as low as possible. As a charity, we have absorbed the impact of not increasing membership prices in line with inflation but it's vital to balance the impact of the economic situation to continue to deliver our charitable aims. We are committed to reviewing costs related to servicing the membership, which includes reviewing the insurance offer, fulfilment services and the magazine. For example, in the last year we have procured a new fulfilment services supplier which will allow us to develop options for more sustainable membership fulfilment.

Within the new pricing proposal, we will also continue to welcome concessionary members for only £3 a month for those who are in receipt of any means-tested benefits, are a student/apprentice, under 18, are

disabled or a carer. This is an increase of less than 17p per month on the 2024/25 pricing.

Proposer: Mark Smith

Seconder: Paul Baker

SPECIAL RESOLUTIONS

- 5] That Article 11 of the Articles of Association be amended by deleting the sentence "The Membership fee for each class of Member may not be changed without the approval of the Members in general meeting" and Article 10.6 of the Articles of Association be amended by replacing the wording "[including payment of Membership Fees save that such fees may not be imposed until approved by the members]" with "[including payment of Membership fees]".

Board response: This amendment will allow the Board to alter the Membership fee annually without such changes having to be approved by the Members in a general meeting.

The Board has no desire to markedly increase member fees beyond inflationary costs brought about by our suppliers and is committed to ensuring that the offer to members remains affordable and value for money.

Given that membership fees make up a significant part of Cycling UK's self-generated income, it would be most appropriate for the Board of Trustees to make the final decision on cost, as they are ultimately responsible for the governance and financial sustainability of the charity.

Cycling UK remains committed to transparency and open dialogue with members who have an important role to play in the governance of the charity, and this motion does not seek to override or supersede this. The charity commits to engaging with the membership regularly to ensure that both the membership product and associated customer service is in line with expectations. That neither too many benefits are added or indeed removed to make the product too expensive or not fit for purpose for current and future members.

Proposer: Paul Baker

Seconder: Mark Smith

- 6] 6. That Articles 14.1, 16.1 and 17 of the Articles of Association be amended as follows:
 - 6.1 In Article 14.1:
 - 6.1.1 in Article 14.1(a):
 - [a] replace "nine" with "eight";
 - [b] after "elected under Article 16," add "subject to Article 17.1.1 and to any interim vacancies in their number that may reduce their number below eight; and"; and
 - 6.1.2 in Article 14.1(b) amend the reference to Article 17 to "Article 17.1.2".
 - 6.2 In Article 16.1:
 - 6.2.1 amend the reference to Article 14.1 to "Articles 14.1 and 14.3";
 - 6.2.2 after "Article 14.3" delete "{confirmation of consent and eligibility}";
 - 6.2.3 after "entitled to elect" delete "at least nine persons";
 - 6.2.4 after "from amongst their number" insert "so that at least eight



persons hold the position of Elected Trustee at any time.”;

6.2.5 after “the office of Elected Trustee” insert “and any minimum period of time that a candidate must have been a Member before standing for office as an Elected Trustee.”

6.3 In Article 17.1:

6.3.1 amend the reference to Article 13 to “Article 14”;

6.3.2 delete the current Article 17.1.1 and replace it in its entirety as follows:

17.1.1 persons to fill interim vacancies within the number of Elected Trustees (for example, where an Elected Trustee ceases to hold office before the expiry of their term of office) and any such person shall be deemed an Elected Trustee until the end of the term remaining for that Elected Trustee or, if shorter, for the period until an election may be procured; and

6.3.3 delete the current Article 17.1.2 and replace it in its entirety as follows:

17.1.2 up to four persons chosen to fill gaps in the skills, knowledge and experience of the Board of Trustees provided that each such co-opted Trustee may be appointed for a term of office of up to three years (and in the event no term of office is specified in the resolution then the term of office on appointment or re-appointment shall be three years) and may be re-appointed by the Board for up to two further terms of office of up to three years up to a maximum consecutive 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 retiring 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.

Board response: As a growing and therefore increasingly complex organisation with an ambitious five-year strategy to deliver, it is important that we continue to build on our effective systems of governance to help the organisation thrive and to continue to deliver its mission and strategic objectives.

In past years and despite our best efforts to increase participation, we have seen the number of members wishing to stand for election and the number of members voting in elections diminishing.

In 2023 two candidates stood for election with a voting turnout of 2% of the membership; in 2022 six candidates stood for election with a voting turnout of 3% of the membership; in 2021 eight candidates stood for election with a voting turnout of 3% of the membership.

The Board is required by the Charity Commission to ensure that it has the required blend of skills and experience, in addition to a passion for cycling, to oversee the increasing work of the charity and meeting the growing responsibilities of being a trustee. As a result, the Board is proposing to re-balance the Board so that we have the option to recruit up to four rather than three co-opted trustees and option to elect one elected trustee fewer (from 9 to 8). This will assist the Board in securing the skills needed. All trustees, whether co-opted or elected, will be required to be a member of Cycling UK and members will continue to vote to elect the majority of trustees.

The effect of the resolution to amend the articles includes:

6.1 Changes required as a consequence of the change at Article 16.1 which will provide the option to reduce from nine to eight the number of elected trustees.

6.2.5 The current stipulation for 12 months' membership before applying to stand for election has prevented several strong candidates from standing in the past two years and has limited the Board's ability to provide a breadth of candidates to stand for election on the ballot paper. Other large cycling membership organisations in the European Cyclists' Federation do not set a minimum 12 month membership requirement and they continue to have committed, skilled and able elected trustees with a dedication to cycling, who oversee their work.

It is usual for trustees to have the power to set out the procedure for elections, and given previous discussions at general meetings about the minimum time a person must be a member before they can stand for election, we thought it was helpful to clarify that trustees are able to set any minimum time period.

6.3.2 Being a trustee for Cycling UK is a major time commitment and trustees work very hard for the charity. Where trustees are no longer able to fulfil that commitment within their term of office or where the number of trustees is reduced from full strength for any length of time, a significant burden falls on remaining trustees. Consequently, this provision ensures trustees are able to fill casual vacancies so that there are sufficient trustees in post at all times.

6.3.3 This provision allows the Board the option to increase the number of co-opted trustees from 3 to 4. This will both give the Board greater flexibility to appoint a trustee with a particular skill or experience that is required on the Board and also support one of our key strategic objectives of our new 5-year strategy of increasing the number and diversity of people who cycle. It is also a key requirement of the Charity Code of Governance for the Board to meet best practice around EDI. To support this we must ensure that as a Board and an organisation we are inclusive of a range of backgrounds, skills and experiences and that the Board should represent the diversity and interests of cyclists across the four nations of the UK.

It is unusual for a charity trustee to be appointed for a single year, which means a big investment is made in recruiting co-opted trustees for a potentially short period. It is therefore proposed that terms of office for Co-opted trustees are brought into line with the term of office served by Elected trustees, so that a Co-opted trustee could in future be appointed for three years (and can be re-appointed up to two times for further three-year terms).

Proposer: Paul Baker

Seconder: Richard May

7) That the Articles of Association of the Charity (except for Articles 10.6, 11, 14.1, 16.1 and 17) be deleted in their entirety and be replaced by the Articles set out in the attached draft and that the cross-reference in Article 17 be updated accordingly.

Board response: It is important that the charity continues to ensure best practice and that its governance, ways of working, systems and processes support the charity and our work.

This motion effects the proposed changes to the remainder of the Articles of Association, as set out in the accompanying Explanatory Notes document accompanying the ballot paper.

A number of these changes are to ensure that our Articles of Association are consistent with company law and reflect best practice.

They also replace pronouns contained within the existing articles with gender neutral pronouns reflecting our ongoing commitment to equity, diversity and inclusion.

A number of other amendments as set out in the Explanatory Notes are to improve the drafting and alignment with Company Law.

This article will stand alone and has no dependency with the special resolutions above [5 and 6] and if voted in favour will replace the drafting in the existing Articles.

Proposer: Paul Baker

Seconder: Nadia Kerr

ORDINARY RESOLUTIONS

- 8) Cycling UK actively promotes the creation of a network of cycle routes accessible to all, throughout the United Kingdom.

Board response: The Board is supportive of this motion to actively promote the creation of a network of cycle routes accessible to all. At Cycling UK we know that there are many barriers to getting on your bike. We strive to create and share routes for a range of different audiences and we work closely with a range of partners to highlight their work as well. Sustrans in particular lead on the National Cycle Network and are striving continuously for change to eliminate barriers which preclude many from being able to enjoy the network freely. We commit to promoting the work of Sustrans as they work hand in hand with local communities to make an accessible network through our social media channels, our magazine and website as this develops in line with our new strategy.

Proposer: James Hope

Seconder: Jennifer Michie

- 9) That Cycling UK increases the maximum annual contribution available to run Local Member Groups from the current rate of £200 to £250 and reviews the index linking of the payment.

Board response: The Board accepts this motion. Cycling UK's member groups play a pivotal role in providing local cycling opportunities and events in their areas. The Board of Trustees is committed to supporting groups and welcomes the proposal to increase the contribution amount to £250. The Board is also committed to exploring further ways in which groups can support the implementation and effectiveness of our new five-year strategy. We will continue to explore how we can support groups further in future years where there is a clear demonstrable link in

line with our charitable objects and powers and in support of delivery of our strategic objectives.

Proposer: Selwyn Dixon, Secretary Cycling UK Reading

Seconder: Mike Hardiman, Treasurer Cycling UK Reading

Minutes of the 2023 Cyclists' Touring Club AGM

The Annual General Meeting of the Cyclists' Touring Club, trading as Cycling UK, was held at 11am on Friday 29 September 2023 and took place as a virtual meeting with Paul Baker (Acting Chair of Cycling UK Board of Trustees) as Chair.

Minutes:

ORDINARY BUSINESS

- 1) To adopt as a true record, the minutes of the Annual General Meeting held on 9 September 2022.

CARRIED: For = 1,472 Against = 5 Abstentions = 102

- 2) To adopt the Annual Report of the Board of Trustees and the audited accounts for the year ended 31 March 2023 as published on the Cycling UK website.

CARRIED: For = 1,505 Against = 15 Abstentions = 59

- 3) To reappoint Saffery Champness LLP as auditors and to authorise the Board of Trustees to fix their remuneration.

CARRIED: For = 1,470 Against = 45 Abstentions = 64

ORDINARY RESOLUTIONS

- 4) That the membership fee set pursuant to Article 11 of the Articles of Association shall increase as follows: Individual rate from £50 to £52, Household rate from £80 to £84; Concession rate from £33 to £34.

Proposer: Andy Macnae

Seconder: Paul Baker

CARRIED: For = 1,295 Against = 247 Abstentions = 37

The Annual General Meeting 2023 closed at 12:30pm.

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/CyclingUK2024 and follow the instructions. You'll need to enter your unique two-part security code (printed on the following page). All votes must be received on or before the closing date of **9.00am on 24 September 2024**.



SUBMIT YOUR QUESTIONS

We welcome your questions for the upcoming AGM of Cycling UK. To ensure we address as many queries as possible during the AGM, we kindly request you to submit your questions in advance. While we aim to respond to as many questions as time permits during the meeting, any queries we are unable to address will be followed up in a Q&A document post-meeting. You will also have the opportunity to submit questions during the virtual AGM.

Please submit your questions via email to AGM@CyclingUK.org no later than 9.00am on 18 September 2024.

CYCLING UK – ANNUAL GENERAL MEETING 2024

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

SECTION 1: The Cycling UK Annual General Meeting 2024 is to be held on Friday 27 September 2024. 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 2024 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/CyclingUK2024 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 24 September 2024**. 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 27 September 2024** during the AGM.

To register to attend the AGM you must notify us, before 9.00am on **Friday 20 September 2024**, 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/CyclingUK2024 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 **24 September 2024**. 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 27 September 2024 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.

MOTION 6: That Articles 14.1, 16.1 and 17 of the Articles of Association be amended as follows:

6.1 In Article 14.1:

6.1.1 in Article 14.1(a):

[a] replace “nine” with “eight”;

[b] after “elected under Article 16,” add “subject to Article 17.1.1 and to any interim vacancies in their number that may reduce their number below eight; and”;
and

6.1.2 in Article 14.1(b) amend the reference to Article 17 to “Article 17.1.2”.

6.2 In Article 16.1:

6.2.1 amend the reference to Article 14.1 to “Articles 14.1 and 14.3”;

6.2.2 after “Article 14.3” delete “[confirmation of consent and eligibility]”;

6.2.3 after “entitled to elect” delete “at least nine persons”;

6.2.4 after “from amongst their number” insert “so that at least eight persons hold the position of Elected Trustee at any time.”;

6.2.5 after “the office of Elected Trustee” insert “and any minimum period of time that a candidate must have been a Member before standing for office as an Elected Trustee.”

6.3 In Article 17.1:

6.3.1 amend the reference to Article 13 to “Article 14”;

6.3.2 delete the current Article 17.1.1 and replace it in its entirety as follows:

17.1.1 persons to fill interim vacancies within the number of Elected Trustees (for example, where an Elected Trustee ceases to hold office before the expiry of their term of office) and any such person shall be deemed an Elected Trustee until the end of the term remaining for that Elected Trustee or, if shorter, for the period until an election may be procured; and

6.3.3 delete the current Article 17.1.2 and replace it in its entirety as follows:

17.1.2 up to four persons chosen to fill gaps in the skills, knowledge and experience of the Board of Trustees provided that each such co-opted Trustee may be appointed for a term of office of up to three years (and in the event no term of office is specified in the resolution then the term of office on appointment or re-appointment shall be three years) and may be re-appointed by the Board for up to two further terms of office of up to three years up to a maximum consecutive 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 retiring 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.

To vote For

Against

Abstain

MOTION 7: That the Articles of Association of the Charity (except for Articles 10.6, 11, 14.1, 16.1 and 17) be deleted in their entirety and be replaced by the Articles set out in the attached draft and that the cross-reference in Article 17 be updated accordingly.

To vote For

Against

Abstain

ORDINARY RESOLUTIONS

MOTION 8: Cycling UK actively promotes the creation of a network of cycle routes accessible to all, throughout the United Kingdom.

To vote For

Against

Abstain

MOTION 9: That Cycling UK increases the maximum annual contribution available to run Local Member Groups from the current rate of £200 to £250 and reviews the index linking of the payment.

To vote For

Against

Abstain