

## CYCLISTS' TOURING CLUB

The Annual General Meeting of the Cyclists' Touring Club will be held at the Grand Opera House, 17 Great Victoria Street, Belfast BT2 7HR on 26th April 2008 at 1.30 pm. To obtain admission, members must produce a valid membership card or other proof of current membership.

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 by request from National Office and copies will also be available at the meeting.

K. E. Mayne, Director

### AGENDA:

#### ORDINARY BUSINESS:

1. To adopt as a true record the minutes of the Annual General Meeting held in Guildford on 28th April 2007.
2. To adopt the Annual Report of the Council as printed in the April/May issue of the CTC members' magazine.
3. To adopt the audited accounts for the year ended 30th September 2007 as printed in the April/May issue of the CTC members' magazine.
4. To re-appoint Messrs. Chantrey Vellacott DFK LLP as auditors and to authorise the Council to fix their remuneration.

**Proposer's note:** Council regularly reviews the performance of all suppliers. Council carries out a detailed annual review of the auditors' performance and remains entirely happy to continue to recommend to the AGM the continued employment of the current auditors.

#### SPECIAL RESOLUTIONS

5. Proposed by A. Luxton on behalf of the Council, seconded by B. Jordan. That Article 4 be amended by the insertion at the start of: "No person shall be admitted as a member unless approved by Council and Council may, in its absolute discretion, decline to admit any person as a member".

**Proposer's note:** This motion clarifies that CTC retains control over admission to membership and gives powers in the situation where in Council's reasonable view membership by an individual or group is harmful to the Club. In practice there will be no change to existing procedures.

6. Proposed by A. Luxton on behalf of the Council, seconded by B. Jordan. That Article 7 be amended by the addition of: "Membership is terminated if the member concerned is removed from membership by a resolution of Council on the grounds that in Council's reasonable opinion the member's continued membership is harmful to the Club. Council may pass such a resolution after completion of the Council's complaints and disciplinary procedure, which shall include notifying the member in writing and considering the matter in the light of any written representations that the member concerned puts forward within 14 clear days after receiving notice."

7. Proposed by A. Luxton on behalf of the Council, seconded by B. Jordan. That Article 15 be replaced by: "The term of office of a member of Council automatically terminates if he or she:

- (a) ceases to be a member;
- (b) is incapable, whether mentally or physically, of managing his or her own affairs;
- (c) is absent without notice from three consecutive meetings of Council and is asked by a majority of other Council members to resign;
- (d) resigns by written notice to the Secretary (but only if at least two members of Council will remain in office);
- (e) is removed from membership by a resolution of

Council on the grounds that, in Council's reasonable opinion, the member's continued membership is harmful to the Club (and Council may only pass such a resolution after completion of the Council's complaints and disciplinary procedure, which shall include notifying the member in writing and considering the matter in the light of any written representations that the member concerned puts forward within 14 clear days after receiving notice). A member of Council whose membership terminates under paragraph (a), (b), (c), (d) or (e) above may be reinstated by a resolution passed before the end of the calendar year in which his or her membership ended by at least three-fourths of the members of the Council present and voting.

**Proposer's note for items 6 and 7:** Council has recently brought forward a new code of conduct and revised the disciplinary procedures. These amendments complement the changes in the rules of the Club in providing sanctions that could be used in the most blatant cases of illegal activity, discriminatory, abusive or deceptive behaviour or other behaviour that clearly contravenes the rules of the Club. There are substantial safeguards in place to preserve the essential democratic nature of CTC, and excessive use of these powers would bring the Club into disrepute and contravene the rules of the Club.

#### ORDINARY RESOLUTIONS:

8. Proposed by P. Mathison on behalf of the Council, seconded by J. Meudell. That, with effect from 1st October 2008, the subscription table to the determination pursuant to Article 6 of the Articles of Association be deleted and replaced by the following: "ORDINARY MEMBERSHIP SUBSCRIPTION effective from 1st October 2008: £36.00"

**Proposer's note:** This year Council is proposing subscription increases of 2.9% compared to expected cost increases of 3.2%.

9. Proposed by C. Clarke, seconded by A. Battye. "This meeting calls on CTC to press the Department for Transport to commission research on the frequency with which both helmeted and unhelmeted cyclists incur head/helmet impacts, falls or collisions and the proportion of these incidents which give rise to head and other injuries, and the severity of these injuries."

**Proposer's note:** "Evidence from Spain and elsewhere (see [www.ctcyorkshirehumber.org.uk/campaigns/velo.htm](http://www.ctcyorkshirehumber.org.uk/campaigns/velo.htm) and [www.cyclehelmets.org](http://www.cyclehelmets.org)) suggests that helmeted cyclists may have higher rates of falls and injuries, potentially undermining claims of a net benefit to cyclists from helmet-wearing. This phenomenon, together with possible explanations, should be investigated and cyclists made aware of the results."

**Response by the Council:** Council supports the thinking behind this motion and has already made similar calls to DfT.

10. Proposed by S. Legg, seconded by C. Barnes. "This Annual General Meeting resolves that the service

- offered by CTC to member groups must be improved.
- a) Newsnet must be regionalised. Member groups must be afforded the opportunity to advertise events and club runs on Newsnet.
  - b) CTC must ensure that names and contact details of members are sent to DA and Member Group secretaries.
  - c) National Office must ensure that new groups are promoted on Newsnet.
  - d) Start-up funds must be made available to new groups. The AGM mandates the Council to set the appropriate amounts.
  - e) A standard website, in the CTC house style, hosted by National Office, should be made available to new groups."

**Response by the Council:** Council welcomes the opening sentence of this motion. However, the details that follow do not match up with priorities highlighted in the local group survey and consultations. CTC's recently adopted strategic vision 2007-2012 restates our commitment to cycling groups of all types and will strive to improve our service. The sentiments of this motion will be examined, but Council is not able to support the motion in its present form.

11. Proposed by S. Legg, seconded by C. Barnes. "This AGM recognises the serious concerns amongst some members with CTC's subscription and renewal service. It welcomes the review that has been instigated by Council into membership services and requests a detailed report to the 2009 AGM."

**Response by the Council:** Council accepts this motion.

### MINUTES OF THE 2007 CYCLISTS' TOURING CLUB AGM

The Annual General Meeting of the Cyclists' Touring Club was held at CTC National Office, Parklands, Railton Road, Guildford, GU2 9JX on Saturday 28th April 2007 at 2.00pm with Pat Strauss (Vice President) in the chair.

#### ORDINARY BUSINESS:

1. Proposed by J. Banks, seconded by P. Nelson. To adopt as a true record the minutes of the annual general meeting held in Cardiff on 22nd April 2006.  
**Carried nem con**
2. Proposed by J. Kieran, seconded by J. Taylor. To adopt the annual report of the Council as printed in the April/May issue of the CTC members' magazine.  
**Carried nem con**
3. Proposed by J. Kieran, seconded by J. James. To adopt the audited accounts for the year ended 30th September 2006 as printed in the April/May issue of CTC Members' magazine.  
**Carried nem con**
4. Proposed by J. Kieran, seconded by A. Spurr. To reappoint Messrs. Chantrey Vellacott DFK as auditors and to authorise the Council to fix their remuneration.  
**Carried nem con**

## SPECIAL RESOLUTIONS:

5. Proposed by D. Hanson, seconded by N. Hayes. That the Article of Association be amended by the addition of a new Article: "No person disqualified from acting as a trustee of a registered charity by virtue of section 72(1) of the Charities Act 1993 shall serve as a member of the Council." Insert and renumber the existing articles as appropriate.

Amendment Proposed by D. Hanson, seconded by P. Mathison. Append the sentence "In exceptional circumstances, the Council may decide to waive this bar in respect of a particular councillor or candidate"

**Voting on the Amendment: For 29 Against 29 Abstentions 9** This did not achieve a 3/4 majority and therefore the motion was not amended.

**Original worded Motion – Carried nem con**

6. Proposed by D. Hanson on behalf of Council, seconded by A. Luxton.
- Delete existing Articles 8, 9, & 10 referring to Officers of the council.
  - That Article 11 of the Articles of Association of the Club be deleted and the following be substituted therefore: "The Council shall consist of not more than twenty-two and not more than five members, elected as hereinafter prescribed, together with not more than four members co-opted by the Council, Co-opted Councillors shall not have the right to vote at Council Meetings or in postal ballots. Except for those Councillors filling casual vacancies, Councillors shall hold office from 1 January following their election, or their co-option by the Council, for a period of three years."
  - That Article 12 of the Articles of Association of the Club be deleted and the following be substituted therefore: "The Council shall within six months prior to the commencement of each calendar year appoint a President, a maximum of two Vice Presidents, an Honorary Consulting Solicitor, and a Financial Advisor. They shall have the right to attend Council Meetings, and shall hold office for the full calendar year."
  - That Article 14 of the Articles of Association of the Club be amended by appending the words "they shall hold office until the commencement of the first Council meeting in the following calendar year."
  - That Article 13 of the Articles of Association of the Club be amended by deleting the words "Notwithstanding the above, the Council has this power as a temporary measure until the Annual General Meeting held in 2003."
  - That Article 19 of the Articles of Association of the Club be deleted and the following be substituted therefore: "The Council may make such regulations as it thinks fit in relation to the election of members to the Council and the appointment of co-opted members, the President, Vice Presidents, Honorary Consulting Solicitor, Financial Advisor and any Honorary Vice-Presidents. If there shall be a vacancy the Council may fill the vacancy or appoint a deputy temporarily."
  - Renumber as appropriate.

**Motion passed with: 53 For, 4 Against, 11 Abstentions**

## ORDINARY RESOLUTIONS:

7. Proposed by A. Luxton on behalf of the Council, seconded P. Mathison  
Pursuant to Article 13 of the Articles of Association as to representation of Divisions the existing wording be deleted entirely and replaced by the following which shall apply to the council elected to serve from 1st January 2008.

North East/North West/Yorkshire & The Humber 3 Councillors;

East/East Midlands	3;
London/South East	3;
South West/West Midlands	3;
Scotland	1;
Wales	1;
Northern Ireland/Rest of the World	1.

**Motion lost: 16 votes For, 40 Against, 8 Abstained**

8. Proposed by P. Mathison on behalf of the Council, seconded by J. Cutler  
That, with effect from 1st October 2007 the subscription table to the determination pursuant to Article 6 of the Articles of Association be deleted and replaced by the following: "ORDINARY MEMBERSHIP SUBSCRIPTION effective from 1st October, 2007: £35.00"  
**Carried nem con**

9. Proposed on behalf of the Council by J. Kieran, seconded A. Luxton  
This meeting endorses the proposed 5 year strategic plan presented by the Council to members.  
**Carried nem con**

10. Proposed by P. Gregory, Seconded by D. Moxon.  
CTC believes that cycle and cycle component manufacturers, including those manufacturing specialist cycles for those with non standard needs, should be encouraged to design their products for easier specification, recycling and re-use.  
**Carried nem con**

*The meeting closed at 5.40pm with a vote of thanks to the Vice President for her conduct of the meeting.*

## AGM VOTING BY PROXY

In one important way, the 130th Annual General Meeting of CTC will be very different from the 129 meetings that have preceded it. The rules of the Club have in the basic principles remained much the same for most of the CTC's existence.

One provision is that proxy voting – authorising someone else to vote for you at the meeting on your behalf – is specifically excluded. There is good reason for this: those drawing up the rules of the club firmly believing that the important decisions taken at general meetings should be made on an informed basis having heard at first hand the arguments for and against any motion being considered. Recognising that the Club is a national organisation, Council arranges for the AGM to be held in a different Region each year to give all members the best opportunity the Club can give for members to attend and participate in the management of CTC.

As well as being a 'Club', CTC is – and always has been – a company subject to the Companies Act. Many members will be aware that the Companies Act 2006 brought in a large number of changes which the Government hopes will simplify company legislation, recognises trends such as the increase in use of electronic communication, and also aims to increase shareholder participation. The latter point has led to a requirement for companies to allow proxy voting, so notwithstanding the exclusion of proxy voting in CTC's rules, proxy voting will be included for the 2008 and all future general meetings of CTC.

What does proxy voting mean? Very simply, if you are not able to get to the AGM, you can still vote on all motions at the meeting by appointing someone who will be at the meeting to vote on your behalf. Your proxy must attend the meeting in person as postal voting is still not permitted. A simple way to appoint a proxy is to appoint the Chair of the meeting to act as your proxy. This does not mean that they can vote as they like (although it is very common for the Chair to be appointed and to be authorised to vote in accordance with the recommendations of the Board – in CTC's case, Council) as you can instruct your proxy to vote as you tell them.

The proxy form is included with the magazine as the address carrier so that your name and membership number is already printed on the form. If by chance you have lost your form, or you have a Family or Household membership and the other members wish to appoint their own proxy, further copies of the form are available on the CTC website. Specific instructions for completion and submission of the form are on the form itself. Proxy votes are only eligible if they are received on the official CTC form, and must be personally signed and received at CTC National Office by Thursday 24th April.

Despite the Companies Act allowing electronic communications in some areas, proxy votes cannot be sent electronically. If you want to appoint someone other than the Chair of the meeting as your proxy, they do not need to be a member of CTC to attend in your place, but you are responsible for ensuring that they attend. If you change your mind about your proxy vote, you can submit a further form providing it is received before the deadline and this will automatically revoke your earlier proxy. You can also attend the meeting at the last minute when any proxy you have submitted will be terminated automatically – although it will help if you tell us!