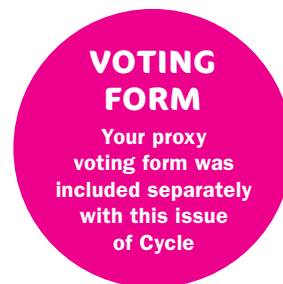


Annual General Meeting

# AGM AGENDA & MINUTES



## CYCLISTS' TOURING CLUB TRADING AS CYCLING UK

**T**HE ANNUAL GENERAL MEETING of the Cyclists' Touring Club, trading as Cycling UK, will be held at 10.00am on Saturday 13th May 2017 at the Wesley Hotel and Conference Venue, 81/103 Euston Street, London NW1 2EZ. To book your place you must notify, before 9.00am on 2nd May, sue.cherry@cyclinguk.org or 01483 238302 as the space is limited at 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 and associated rules are 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.

### AGENDA

#### ORDINARY BUSINESS

- 1) To adopt as a true record the minutes of the Annual General Meeting held in Derby, 7th May 2016.
- 2) To adopt the Annual Report of Council and the audited accounts for the year ended 30th September 2016, as published on the Cycling UK website.
- 3) To reappoint Buzzacott LLP as auditors and to authorise the Board to fix their remuneration.

#### 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."

**Reason:** Cycling UK is the principal trading name of the Cyclists' Touring Club, a

charitable company limited by guarantee (referred to throughout this paper as 'Cycling UK' or 'the charity'). The constitution of the charity comprises its memorandum and articles of association.

**The Report of the Governance Working Group, approved at the 2016 AGM, included the following:**

**8.2.1** We recognise that this is not the end of the matter. We believe that the changes proposed above will help to improve the governance of CTC a great deal. We do not believe that further changes of principle to the memorandum and articles of CTC are required at this stage. However, there is further work to do. In particular:

**8.2.1.1** The articles of association of CTC should be updated and reworded in plain English.

The governing documents of CTC (its memorandum and articles of association) have not been fundamentally reviewed for many years. The last significant changes were made when CTC became a charity. At that time, the objects of CTC were refined and some other changes required to secure charitable status were made but a deliberate decision was made to avoid making more widespread changes to the memorandum and articles. As a result, the memorandum and articles of association remain a patchwork of provisions, which have been amended from time to time since the company was first formed in 1887. The result is far from clear and very few of the Councillors or staff of CTC have a close understanding of it. We need to streamline the governing documents and to make them more user-friendly. However, we recommend that, in doing so, the fundamental elements of the articles of association – the objects, the composition of Council, and the make-up of the company membership – are not changed.

**8.2.1.2** The governance processes underlying the articles of association need to be reviewed and restated in plain English.

Draft articles of association were produced by the charity's Honorary Consulting Solicitor to reflect the above requirements.

At its October 2016 meeting, the Board of Trustees considered the revised draft memorandum and articles of association for Cycling UK. At that meeting, the Trustees agreed that the members of the charity should be consulted on the draft memorandum and articles of association.

#### Subsequently:

- the draft memorandum and articles were made available on the charity's website;
- a survey was sent to the members of Cycling UK;
- the draft memorandum and articles were amended, taking into account the survey results;
- and the Board considered the revised draft memorandum and articles and resolved to invite the members of the company to adopt them.

*[The report, which went to the Board of Trustees with the draft memorandum and articles of association, can be found on the charity's website here: [cyclinguk.org/agm](http://cyclinguk.org/agm)]*

**Please note that the provisions in relation to the ballot of members is not included in the proposed draft articles. See further below.**

**Proposer: Jaki Lowe**

**Secunder: Jonathan Naughton**

- 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.



If you do not wish to attend, you can appoint a proxy to vote for you

**Reason:** This resolution relates to proposed changes to the arrangements for ballots of the whole membership.

When consulted, just under 75% of responding members agreed that members should be able to call for a ballot of the whole membership to challenge a decision made by the Trustees or by the members in general meeting (as is permitted under article 11 of the charity's existing memorandum and articles of association).

A majority of responding members said that this right to call for a ballot should be restricted.

**A majority (70.89%) of responding members also agreed that:**

*'the Trustees should be able to recover the reasonable costs incurred in carrying out the ballot if they 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'*

However, this provision attracted a significant number of comments from members in the consultation. Those comments were mixed, but a small, significant minority felt that it would be unreasonable for the charity to have the power to recover the reasonable costs associated with a ballot in the limited circumstances specified above. For that reason, the changes to the arrangements for balloting members are set out separately in this resolution.

**Proposer: Jaki Lowe**  
**Seconded: Jonathan Naughton**

## 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.

**Board response:** Cycling UK's income is raised from a variety of sources, from sales of services, donations, project funding, and the membership fee. In the last few years, the staff team having successfully negotiated for Gift Aid and in winning Government project funding have enabled the membership fee increase to be kept to a minimum, with the fee having only risen by £2.50 since 2010.

Our surveys say that you rate the membership's value for money highly and we are proud of all that the charity does both to support members and in getting the UK cycling. 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 to provide the funds to maintain our levels of campaigning, group support and cycling development.

**Proposer: Jim Brown**  
**Seconded: Welna Bowden**

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

**Proposer's note:** *To prevent any one individual from hijacking the AGM Agenda. For example, the 2016 AGM included five motions from one individual. This reduced the time which would have otherwise be available to discuss the strategic issues that the AGM should properly concentrate upon.*

**Proposer: Paul Hepworth**  
**Seconded: Janet Hepworth**

**The Board supports this motion.** We value the right of members to propose resolutions to the AGM. It is important that all members have the opportunity to do so – and recent years have shown that one or two members can dominate the agenda with time-

consuming motions.

**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.

**Proposer's note:** *Cycling UK is experiencing appallingly low levels of voting turnout for AGM motions and election of Trustees. The most recent votes came from only 5-8% of all members. Low levels of voting turnout create an environment in which a majority of members may feel disenfranchised by key decisions made that change their club beyond recognition. This low level of member engagement also allows activists amongst the membership to manipulate voting.*

**Proposer: Alan Staniforth**  
**Seconded: Barry Bogin**

**The Board opposes this motion.** The last election received votes from 5% of the membership, a figure comparable to or better than many other significantly larger national membership organisations.

Therefore, the measure of success proposed is not viewed as the best measure of success, and it would not be in the best interests of the charity to invest its limited resources in trying to achieve unrealistic targets that do not benefit the beneficiaries of the charity

We also recognise the trust that the

members put in the elected Trustees to apply their skills to the task of governance and administration of the charity, so that members can get on with the cycling and campaigning activities.

Cycling UK is a very open and engaged organisation, with approximately a third of members actively participating in campaigns, events, and in dialogue with each other. There is no shortage of contact and engagement opportunities – some formal, some informal via print, membership communications, electronic newsletters, face-to-face conversations at rides, conferences and events.

In a 12-month period, the average member will be engaged with approximately 63 times via membership mailings, Cycle magazine, and e-newsletters. If they additionally participate in campaigns or member group activity, this will be closer to ~100 times. If they also participate in social media or forum discussions, then ~500 times.

This year, we've held two member conferences, 10 campaigning roadshows, and membership surveys on the Governance proposals, the trading name, and off-road campaigning priorities, which have actively sought direction from thousands of members.

**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.

**Proposer's note:** *For touring-type events, it signifies a national cycling organisation plus an experienced touring club in promoting the events. It would put the organisation in its historical context.*

**Proposer: Colin Clarke**  
**Seconder: Philip Benstead**

**The Board opposes this motion.** When CTC adopted Cycling UK as the trading name in 2016, we sought to create a national umbrella brand that encompassed all of our cycling and campaigning activities.

Our advice to the specific areas of activities was to use the relevant descriptor of their cycling activities as part of this new brand, e.g. Cycling UK's inclusive cycling clubs and Cycling UK's network of community cycling clubs.

Our advice to the parts of the charity such as CTC Holidays and Tours and the local member groups, where the touring and events activities happen, was to feel free to use the new Cycling UK name or continue to use the word 'touring'. Many have remained as a member group part of Cycling UK and others are now fully promoting themselves as Cycling UK. We oppose this motion because we already in practice operate in the spirit of

what is being requested. We don't want to impose the touring branding, merely leaving it as advice.

**10) Provide full business name Membership cards of the club/charity to include the words, 'Cyclists' Touring Club' and 'we are CYCLING UK'.**

**Proposer's note:** *Life membership cards include 'we are CYCLING UK' and not the full business name 'Cyclists' Touring Club'. Companies must disclose their registered name on all forms of its business correspondence and documentation. Membership cards are a form of documentation showing the name of the person who has joined.*

**Proposer: Colin Clarke**  
**Seconder: Philip Benstead**

**The Board opposes this motion.** This is because we are already legally compliant. Cycling UK is the recognised trading name of the charity and adorns the small membership card. Companies House advises that there is no legal requirement to disclose the registered name on the membership card. However, we do publish the full Cyclists' Touring Club company details on the letter that goes out with the membership card when it is mailed, and in recognition of the heritage the card also features a Winged Wheel logo.

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

**Proposer's note:** *The 2016 AGM passed a motion requiring all candidates for Trustees to have at least 12 months' membership, but election saw several candidates who did not comply with the motion. A scrutiny committee could provide a balanced view. It would promote a culture of transparency and openness.*

**Proposer: Colin Clarke**  
**Seconder: Philip Benstead**

**The Board opposes this motion.** Scrutiny committees are not unusual in the context of local authorities, but such a structure would be disproportionate in the context of a charity such as Cycling UK. There is no need for an extra committee to address issues such as the one described. That issue was the subject of a formal complaint by the member who is seconding the motion. The complaint was investigated under the charity's procedures and it was not upheld. The new governance structure also incorporates a Senior Independent Trustee, which provides another avenue for members

concerned about decisions of the Board.

**12) Proposer's right to reply: that the proposer of an AGM motion has a right of reply in 'Cycle' before the AGM, if Trustees opposes the motion.**

**Proposer's note:** *Trustees may oppose a motion in 'Cycle' before the AGM, but this would put the proposer at a disadvantage. If reasons opposing a motion are invalid or weak, the proposer should have the right to point this out to members prior to voting.*

**Proposer: Colin Clarke**  
**Seconder: Philip Benstead**

**The Board opposes this motion.** The AGM provides the platform for members to discuss motions. They see both the proposer's statement and the response of the board before they vote on a resolution. They also have the opportunity to discuss motions with a relevant staff member or the Chair before casting their vote.

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

**Proposer's note:** *The National Trust used this method for their AGM for 2016 (<https://www.nationaltrust.org.uk/features/annual-general-meeting>). This would aid transparency and openness and increase member participation.*

**Proposer: Colin Clarke**  
**Seconder: Philip Benstead**

**The Board opposes this motion.** The National Trust has over 4.5 million members, with an income of over 455 million. Cycling UK does not have the same resources, and the time and resources which would be consumed by arranging a live broadcast of sufficient quality to be useful could be better spent on other activities aimed at getting people out cycling.

**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.

**Proposer's note:** *To assist members in*



*understanding how the Cyclists' Touring Club is governed.*

**Proposer: Colin Clarke**  
**Seconder: Philip Benstead**

**The Board supports this motion.** Most of the documents are already provided on the Cycling UK website. Those that are not on the website are freely available on other websites, such as those of Companies House and the Charity Commission. We are happy to ask the staff team to include links to the most relevant of those sites during the next periodic review of the website content.

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

**Proposer's note:** *It sets a benchmark of safe cycling for children and reduces the need for car trips.*

**Proposer: Colin Clarke**  
**Seconder: Philip Benstead**

**The Board opposes this motion.** However, we fully support the aim to encourage children to cycle to school, which has always been, and remains, Cycling UK policy. The people who tend to know children best are their parents, who should know whether accompanying their child as they cycle to school will encourage or put off that child from cycling. Not every 10-year-old wants to cycle with their mum or dad.

Additionally, Cycling UK wishes to avoid any appearance of patronising parents, and would prefer to concentrate its message on children cycling to school, rather than appearing to dictate to parents whether they walk, jog or cycle with their children, or simply allow them to cycle unaccompanied.

Suggesting that parents should accompany their children as they cycle to school risks the inference that they must do so, because either cycling is unsafe, or because it is unsafe for children to travel to school on their own. Neither are messages Cycling UK wishes to advocate.

**CTC AGM MINUTES 2016**

**The Annual General Meeting of the Cyclists' Touring Club was held at 11.30am on Saturday 7th May 2016 at Hallmark Hotel Derby, Midland Road, Derby, DE1 2SQ, with Dan Howard (Vice-Chair of CTC National Council) in the Chair.**

**ORDINARY BUSINESS**

**1) To adopt as a true record the minutes of the Annual General Meeting held in London on 18th July 2015.**

**Proposed by: Gwenda Owen**

**Seconded by: Stephen Coe**

**CARRIED:** For = 2776. Against = 69.  
 Abstentions = 8.

**2) To adopt the Annual Report of the Council and the audited accounts for the year ended 30th September 2015, as published on the CTC website.**

**Proposed by: Barry Flood**

**Seconded by: Welna Bowden**

**CARRIED:** For = 2818. Against = 47.  
 Abstentions = 13.

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

**Proposed by: Ian Wescombe**

**Seconded by: Gwenda Owen**

**CARRIED:** For = 2772 Against = 119  
 Abstentions = 9

**ORDINARY RESOLUTIONS**

**4) That the subscription table to the determination pursuant to current Article 4.4 of the Articles of Association shall remain unchanged, for the year from 1st October 2016.**

**Proposed by: Barry Flood on behalf of Council**

**Seconded by: Jim Brown**

**CARRIED:** For = 3014. Against = 27.  
 Abstentions = 3.

**5) Proposed governance changes CTC Council (the charity Trustees) invite members to:**

- (i)** note the report of the Governance Working Group on the results of its Governance Review (see pages 11-12 of the April/May magazine);
- (ii)** approve the approach agreed by Council; and
- (iii)** approve the changes to the Orders in Council of CTC that are necessary to



implement that approach ('the Proposed Changes').

**Note – the Proposed Changes are:**

- (i) the deletion of Standing Order 6 for Council meetings (election of the Chair) to allow for the Chair of Council to be elected by Council at any time of the year in accordance with the proposed procedure;
- (ii) the amendment of the Orders in Council so far as they are inconsistent with the recommendations of the Governance Working Group, specifically:

- the amendment of Order 5 so the entire area over which the Club operates is treated as a single electoral division. This would mean that all Council members are chosen by elections in which all members can participate rather than in separate elections for electoral divisions covering defined geographic regions;
- deletion of Order 5 (e), the right for Councillors to have the names and addresses of members residing in their electoral divisions. (National Office arranges to send messages from Councillors to members where appropriate and consistent with the law on data protection.)
- consequential changes following from these changes to Order 5.

**Proposed by: Martin Cockersole**

**Seconded by: Jaki Lowe**

**CARRIED:** For = 2495. Against = 425.  
Abstentions = 3.

**6) Elections to Council**

This AGM proposes that candidates must have been fully paid-up members for least a year prior to the closing date for nominations. Candidates shall state on their election address the date they joined CTC and length of time as members.

**Proposed by: Philip Benstead**

**Seconded by: Arthur Spurr**

**CARRIED:** For = 1741. Against = 1328.  
Abstentions = 1.

**7) Acceptance of motions**

This AGM proposes that any amended or rejected motions should be published (redacted if confidential personal information is involved) on the website with subsequent communications.

**Proposed by: Charles Halliday**

**Seconded by: Michael Simmons**

**CARRIED:** For = 3006. Against = 52.  
Abstentions = 0

**8) Reporting remuneration of CTC staff**

This AGM proposes that CTC follow the recommendations of NCVO – Report of the Inquiry into Charity Senior Executive Pay:

[https://www.ncvo.org.uk/images/documents/about\\_us/our-finances-and-](https://www.ncvo.org.uk/images/documents/about_us/our-finances-and-)

[pay/Executive\\_Pay\\_Report.pdf](#)

**Proposed by: Philip Benstead**

**Seconded by: Colin Clarke**

**CARRIED:** For = 1647. Against = 1299.  
Abstentions = 7.

**9) CTC Council election process**

This AGM proposes that Council elections will be undertaken through the Electoral Reform Services, initially for a trial period. There should be a period of 30 days between the issue of ballot papers and the deadline for returning them to the Returning Officer.

**Proposed by: Philip Benstead**

**Seconded by: Charles Halliday**

**CARRIED:** For = 3002. Against = 42.  
Abstentions = 0.

**10) CTC Council meeting minutes**

This AGM proposes that complete, accurate minutes be recorded at all CTC Council meetings. That draft minutes be published on the CTC website within ten working days, with draft minutes of committees and reports referenced. That CTC Council meeting agendas be published on the website no later than five working days before each meeting. Standing Orders to be amended.

**Proposed by: Hilary Reed**

**Seconded by: Chris Crossland**

**LOST:** For = 1366. Against = 1580.  
Abstentions = 0.

**11) AGM minutes**

This AGM proposes that full accurate minutes are made at every National CTC AGM. Draft (unapproved) AGM minutes shall be published on the CTC website within 15 working days. Standing Orders be amended accordingly.

**Proposed by: Hilary Reed**

**Seconded by: Philip Benstead**

**LOST:** For = 1361. Against = 1585.  
Abstentions = 1.

**12) Equality policy**

This AGM proposes that CTC now fulfils its decision, minuted on 18 July 2015, to convene an Equality Working Group and report back to January 2016 Council meeting. A CTC governance review must only be adopted when an approved equality policy and action plan is integral.

**Proposed by: Hilary Reed**

**Seconded by: Madeline Smith**

**LOST:** For = 1278. Against = 1501.  
Abstentions = 4.

**13) European Union climate change**

The CTC to promote a European Union climate change policy of national

governments funding cycling infrastructure, with a 3% minimum investment of transport spending on cycling infrastructure (built to CROW standards) or investment in relationship to the modal share of cycling.

**Proposed by: Colin Clarke**

**Seconded by: Ron Healey**

**LOST:** For = 1160. Against = 1764.  
Abstentions = 1.

**14) Legal minimum passing clearance**

The AGM requests a legal requirement for minimum passing clearance when overtaking or near to cyclists, to try and reduce the frequency of motor vehicles passing too close. On roads with speed limits up to and including 30mph or when passing at a speed up to and including 30mph, a 1m minimum is suggested. On roads with higher speed limits, a 1.5m minimum passing distance is suggested. In addition, on narrow roads frequent passing places should be provided.

**Proposed by: Colin Clarke**

**Seconded by: Michael Simmons**

**LOST:** For = 1261. Against = 1725.  
Abstentions = 1.

**15) Bridge charity group**

The CTC to establish a CTC bridge charity group (initially expected to be based on volunteers), with the aims of assessing the need, advising on design, and assist in raising funds to provide extra bridges or crossing facilities for rivers, roads or rail in regards to cycling.

**Proposed by: Colin Clarke**

**Seconded by: Ron Healey**

**LOST:** For = 983. Against = 1949.  
Abstentions = 8.

**16) Helmet use**

The AGM requests that all CTC rides and events promoted by the CTC or advertised in Cycle do not insist on riders wearing helmets.

**Proposed by: Colin Clarke**

**Seconded by: Ron Healey**

**LOST:** For = 974. Against = 1956.  
Abstentions = 3.

**17) Helmets in Cycle**

The AGM requests that editorial priority for 'Cycle' is to provide a balance of pictures showing cyclists with and without helmets.

**Proposed by: Colin Clarke**

**Seconded by: Philip Benstead**

**LOST:** For = 906. Against = 1984.  
Abstentions = 6.

**The Annual General Meeting 2016 closed at 4.06pm**