

## CYCLISTS' TOURING CLUB

The Annual General Meeting of the Cyclists' Touring Club will be held at the Colonnades Suite, The Queen Hotel, City Road, Chester, CH1 3AH on 25th April 2009 at 1.30 pm. To obtain admission, members must produce a valid membership card or other proof of current membership. *K. E. Mayne, Director.*

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 be available at the meeting. Versions of this agenda in alternative formats are also available on request from CTC National Office.

### AGENDA:

#### ORDINARY BUSINESS:

1. To adopt as a true record the minutes of the Annual General Meeting held in Belfast on 26th April 2008.
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 2008 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.

#### SPECIAL RESOLUTIONS

5. Proposed by A. Spurr on behalf of the Council, seconded by P. Mathison  
Remove existing Article of Association 30 and replace with "The Chair of the Council shall when present preside at all General Meetings. In the absence of the Chair the Vice-Chair of the Council shall preside. In the absence of all such persons the meeting shall elect a Chairman from among its own number."  
*Proposer's note: The existing Article requires the President or Vice Presidents to chair the AGM. These roles are now filled by individuals chosen for other skills so this motion brings CTC into line with other bodies where the Chair of the board presides at the AGM.*

6. Proposed by D. Robinson on behalf of the Council, seconded by D. Cox  
The Company resolves to make the following changes to the Articles of Association of the Company:  
Article 1: Insert after 'Companies Act, 1985', 'including any provisions of the Companies Act 2006 for the time being in force'.  
Article 28: Insert after 'members' 'present in person or by proxy'.  
Article 34: Delete 'and voting by proxy shall not be permitted'  
Insert after article 34 a new article 34.1 as follows:  
"34.1 PROXIES  
34.1.1 A Member may appoint a proxy in writing. A proxy need not be a Member. The Council may from time to time prescribe a form to appoint a proxy by rules or regulations made under Article 19.  
34.1.2 The document appointing a proxy may instruct the proxy which way to vote on particular resolutions.  
34.1.3 A proxy will only be valid if the document appointing the proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the registered office of the company at least 48 hours before the starting time of the General Meeting or adjourned General Meeting at which the proxy proposes to vote.  
34.1.4 No document appointing a proxy will be valid for more than one General Meeting (and any adjournment of that General Meeting).  
34.1.5 A vote given or ballot demanded by proxy is to

be valid despite:

- 34.1.5.1 the withdrawal of the proxy; or
- 34.1.5.2 the death or mental incapacity of the principal, unless written notice of the death, mental incapacity or withdrawal is received at the registered office of the company before the start of the General Meeting at which the proxy is used.
- 34.1.6 A proxy form will not be valid for any part of a General Meeting at which the Company Member who appointed the proxy is present."

*Proposer's note: This motion is administrative, it brings CTC into line with the requirements of the Companies Act 2006.*

7. Proposed by N. Hayes on behalf of the Council, seconded by A. Spurr  
That the Memorandum of Association of the Club be amended by inserting a new clause 3.(18) to read as follows and re-numbering the existing clause 3.(18):  
"(18) To acquire an interest in land by purchase, lease or licence for the purpose of holding rallies or meetings as permitted by legislation or by Local Planning Authorities or for any other Club activities."  
*Proposer's note: CTC is currently authorised to arrange camping at events such as the Birthday Rides and York Cycle Show. Legislation now requires CTC to apply for a separate certificate for caravan camping. Natural England who issues the certificates require this wording to be in CTC's constitution before a certificate can be issued.*

#### ORDINARY RESOLUTIONS

8. Proposed by B. Flood on behalf of the Council, seconded by P. Mathison  
Amendment to Determination in General Meeting Pursuant to ARTICLE 6 of the ARTICLES OF ASSOCIATION as to SUBSCRIPTIONS.  
Determination 10. "Payment of Subscriptions: Delete the words "the first day of the month following that in which" and "falls".  
*Proposer's note: The current procedure which fixes renewals on the 1st day of each month was introduced to simplify membership processing but 'bunches' processing and prevents use of the full functionality of our membership system. Council agreed to the trial removal of the fixed renewal date during 2008 which has proved successful.*
9. Proposed by D. Cox on behalf of the Council, seconded by D. Butler  
CTC AGM recognises that there are some difficulties with the current structure of Club and Trust for the governance of CTC, its activities, companies, member groups and for the benefits that may accrue from charitable status. This AGM mandates National Council to:
  - a) formally evaluate options with respect to CTC's

current and future charitable status and the operation of the Club, its companies and its charitable activities;

- b) circulate a paper to the CTC membership clearly establishing the advantages and limitations of viable options, including a recommendation for future form and relationships, no later than October 2009;
- c) present motions to the 2010 AGM enabling implementation of the preferred option;
- d) provide such finance as is necessary to institute and complete the programme required for evaluation and implementation.

*Proposer's note: An explanatory article about this motion appears in the April 2009 members' magazine. This motion is to seek approval of the membership to a full exploration of all CTC's structural options before committing time and resources to the task.*

10. Proposed by D. Twiddy, seconded by P. Brake  
That organisation charts be published with the annual report, to illustrate the structure of: 1) The CTC (Companies and Committees); 2) The CTC Charitable Trust; 3) The CTC National Office and other employees.  
*Proposers note: In order to improve communication and transparency with the membership and aid the democratic process within the CTC as it changes, a system of organisation charts is required.*  
*Response by the Council: Council recognises the principle behind the motion. This information is available on CTC's website and on request. Hard copies will also be available at AGMs. But Council believes that including this information in the annual report is practically difficult and unnecessarily prescriptive. So Council does not support the motion.*
11. Proposed by P. Brake, seconded by D. Twiddy  
That the 'Winged Wheel' will be used as the only club emblem and will be used on all official and unofficial papers.  
*Proposers note: Many local members and also members at the Birthday Rides have asked me to ensure that the 'Winged Wheel' is maintained as the official badge of the Cyclists' Touring Club.*  
*Response by the Council: This motion was defeated at the 2001 AGM and cannot be supported. The 'Winged Wheel' is a trusted and well-recognised emblem, protected as a trademark and CTC's heritage mark, but if the CTC is to be relevant to the 10 million people in the UK who cycle it must be free to choose logos and images suitable for a variety of people.*
12. Proposed by P. Brake, seconded by D. Twiddy  
The club will make available to all members Winged Wheel cloth badges as per the 2006 shop brochure in two sizes, 2 1/2" and 1 1/2".  
*Proposers note: The 'Winged Wheel' shall be made available to members in various sizes and in a style*

always incorporating the emblem and the wording "Cyclists' Touring Club".

**Response by the Council:** The Council believes it is inappropriate for the AGM to decide the detailed stock policy of the CTC shop and therefore does not support the motion. Winged Wheel materials are available at all times.

## MINUTES OF THE 2008 CYCLISTS' TOURING CLUB AGM

The Annual General Meeting of the Cyclists' Touring Club was held at the Grand Opera House, 17 Great Victoria Street, Belfast BT2 7HR on 26th April 2008 at 1.30pm with Pat Strauss (Vice President) in the chair.

### ORDINARY BUSINESS:

**1. Proposed by J. Brennan, seconded by T. Jackson**

To adopt as a true record the minutes of the Annual General Meeting held in Guildford on 28th April 2007. *Carried nem con*

**2. Proposed by D. Robinson, seconded by J. Kinahan**

To adopt the Annual Report of the Council as printed in the April/May issue of the CTC members' magazine. *Motion carried*

**3. Proposed by P. Mathison, seconded by E. King MBE**

To adopt the audited accounts for the year ended 30th September 2007 as printed in the April/May issue of the CTC members' magazine. *Carried nem con*

**4. Proposed by P. Mathison, seconded by J. James**

To re-appoint Messrs. Chantrey Vellacott DFK LLP as auditors and to authorise the Council to fix their remuneration. *Motion carried*

### SPECIAL RESOLUTIONS:

**5. Proposed by A. Luxton, seconded by B. Jordan**

That Article 4 of CTC's Articles of Association 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". *Motion carried*

**6. Proposed by A. Luxton, seconded by B. Jordan**

That Article 7 of CTC's Articles of Association be amended by the addition of: "Membership is terminated if the member concerned is removed from membership by a resolution of Council on the ground 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." *Motion carried*

The Chair drew attention to the typographical error in the Article numbering stated as 15 should read 13.

**7. Proposed by A. Luxton, seconded by B. Jordan**

That Article 13 of CTC's Articles of Association 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. *Motion carried*

**8. Proposed by P. Mathison, 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". *Motion carried*

**9. Proposed by C. Clarke, seconded by A. Battye (A. Battye not present at meeting so seconded by P. Benstead from the floor)**

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. **Amendment Proposed by T. Jackson, seconded by S. Foran.** Add the words 'continue to' to the first line after 'to'. The amendment was accepted by the proposer. *Amended motion carried*

**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 to new groups. *Motion lost*

**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. *Motion carried*

The meeting closed at 3.35pm with a vote of thanks to the Vice President for her conduct of the meeting.



## Proxy voting

Members will recall that because of changes to company law, proxy voting – appointing someone else to vote on your behalf at the AGM – was introduced by CTC for last year's AGM. Amendments to CTC's constitution reflecting this are being put to the 2009 AGM.

What does proxy voting mean? That if you are unable to attend the AGM, you can vote on all motions by appointing someone who will be at the meeting to vote on your behalf. If you do not know anyone who will be going to the AGM, it is common to appoint the Chair of the meeting as your proxy. Whoever you appoint, you can either give them discretion to vote as they see fit after listening to the debate at the meeting, or you can instruct them to vote in a particular way or even abstain.

The form to appoint a proxy is enclosed with this issue of the magazine. If you need more copies – e.g. for family members – then you can copy the form or download further copies from the CTC website. Please follow the instructions on the form carefully to make sure that your vote is valid. If you have any questions, phone Peter Jackson at National Office.

Members have asked what happens with proxy votes if motions are amended at the AGM itself. Special Motions (those amending CTC's constitutions, for example) cannot in general be amended at the AGM, unless it is to correct a grammatical or drafting error for example, so proxy votes should not be a problem. With amendments to Ordinary Resolutions (all other motions), points of order, or any ancillary or procedural motions raised at the AGM, if the holder of a proxy vote has been given discretion as to how to vote, then they will be able to use that discretion to vote on amendments and similar motions raised at the meeting.

If the proxy has been instructed how to vote, they will still have an element of discretion on how to vote on amended motions providing that, in their opinion, they are voting in line with their instructions, but would generally not vote on the amendment or procedural motions themselves. For example, if a proxy has been instructed to vote 'for' a motion, they ought not to vote on any motion amending the original motion, but would be able to vote on an amended motion which was generally in line with the original motion.