

ANNUAL GENERAL MEETING 2007
MINUTES



MINUTES
of the TWENTY SIXTH ANNUAL GENERAL MEETING
of BRITISH ORIENTEERING

held at The Speech House Hotel, Coleford

at 5:00pm on Saturday April 7th 2007.

PRESENT:

Neil Cameron	Chairman
Lyn West	Vice-Chairman
Peter Christopher	Vice-Chairman
Mike Hamilton	Chief Executive and Company Secretary

C. Allen, D. Allison, R. Barker, N. Barrable, P. Beale, A. Beldowski, D. Birkett, L. Blackie, C. Blair, N. Bogle, A. Braggins, D. Braggins, L. Broadest, M. Broadest, H. Burrows, P. Cameron, M. Capper, S. Cartwright, J. Christopher, S. Cowan, T. Cowan, R. Dove, S. Durham, J. Dyson, B. Elkington, A. Farr, B. Farr, M. Forrest, D. Funnell, D. Gale, M. Green, S. Greenwood, P. Guillaume, D. Hale, K. Hale, G. Hardy, J. Hardy, M. Hardy, S. Hardy, R. Hargreaves, J. Holt, A. Honey, J. Hurley, C. James, G. James, R. Ker, P. Lowe, B. McGowan, P. Maher, R. Maher, C. Marr, D. Marr, J. Morris, B. Melville, K. Melville, B. Morgan, H. Morgan, S. Morris, E. Nicholas, P. Oates, H. Palmer, E. Peckett, M. Peckett, D. Peel, J. Peel, C. Reid, R. Reid, M. Riley, S. Round, A. D. Sarkies, A. P. Sarkies, J. Shaw, R. Shaw, C. Spears, M. Unek, A. Vince, C. Vince, K. Vines, C. West, A. Whitworth, D. Whitworth, D. Wilson, D. Woodall, J. Woodall,

making a total of 88 members.

Members were welcomed to the 26th AGM of British Orienteering by Neil Cameron, Chairman of British Orienteering.

The meeting approved the appointment of Amy Sarkies (OD), as minute taker and Pat Cameron (NGOC) and Gill James (NGOC) as tellers.

1. Apologies

Apologies were received from the following:

Malcolm Duncan (POTOC)	Chris Boycott (WCH)	Susan Denmark (SROC)
John Denmark (SROC)	John Burrows (NGOC)	Tim Pribul (CHIG)
Audrey Geere (TVOC)	Geoffrey Geere (TVOC)	Mike Crockett (QO)
Marlene Palmer (WCH)		

2. Minutes of the Twenty Fifth Annual General Meeting held on April 15th 2006.

The minutes of the Twenty Fifth AGM were accepted, by a show of hands, as a correct record.

Proposed: Chris James (NGOC) Seconded: Roger Hargreaves (KERNO)

3. Chairman's Report

There being no questions, the Chairman's report, as previously circulated, was accepted by a show of hands.

Proposed: Michele Unek (SO) Seconded: Paul Lowe (SUFFOC)

4. Treasurer's Report

There being no questions, the Treasurer's report, as previously circulated, was accepted by a show of hands.

Proposed: Mike Forrest (BOK) Seconded: John Morris (SO)

5. Chief Executive's Report

There being no questions, the Chief Executive's report, as previously circulated, was accepted by a show of hands.

Proposed: Ed Nicholas (EUOC) Seconded: John Woodall (NOC)

6. Proposals

Proposal 1: Adoption of Accounts

There being no questions, the meeting agreed by a show of hands that the audited accounts for 2006 be adopted.

Proposal 2: Appointment of Auditor

The meeting agreed by a show of hands that Messrs Barber, Harrison and Platt be appointed Auditors for 2007 and that the Management Committee should agree the fees.

Proposal 3: British Orienteering Membership and Levy for 2008

That British Orienteering Membership Fees for 2008 will be as follows, (the figures for 2007 are in brackets):

National Senior Membership:	£16.50	(£15.00)
Local Senior Membership:	£ 6.60	(£ 6.00)
National Junior Membership:	£ 3.85	(£ 3.50)
Local Junior Membership:	£ 0.00	(£ 0.00)
National Family Membership:	£22.00	(£20.00)
Local Family Membership:	£11.00	(£10.00)
Associate:	£16.50	(£15.00)
Club:	£33.00	(£30.00)

That the British Orienteering Event Levies for Seniors and Juniors for 2008 be as follows:

At Local and District Events:	Seniors £ 1.20 (£ 1.10) and Juniors £ 0.25 (£ 0.22)
At Regional and National Events:	Seniors £ 2.40 (£ 2.15) and Juniors £ 0.50 (£ 0.45)

Proposed: Lyn West (SOS) Seconded: Chris James (NGOC)

There being no questions, the meeting agreed by a show of hands that the proposed membership fees and event levies for 2008 be adopted.

Proposal 4: Amendment of Memorandum and Articles of Association

A) Amendment of Memorandum (Terminology)

That the phrase 'Full Member' be replaced by the word "Member" in each of its occurrences in Clauses 4 to 7 of the Memorandum of Association.

B) Amendment of Article 1 (Definition of "Secretary")

That the meaning assigned to the word "Secretary" in Articles 1 be changed from "The Company Secretary of the British Orienteering Association" to "The Company Secretary of the British Orienteering Federation".

C) Amendment of Article 13.3 (Unintended Ambiguity)

That the wording of Article 13.3, which currently reads:-

"All Councillors shall be members of the Federation and active in orienteering."

Shall be replaced by the following words:-

"No person may be a Councillor unless he be both a Member of the Federation and active in Orienteering."

D) Amendment of Article 29 (Revision for Clarity)

That the wording of Article 29, which currently reads:-

"Each member shall have one vote only provided that they have reached 18 years of age on the 31st December of that year."

Shall be replaced by the following words:-

"Members who will, by 31st December of the year in which the vote is to be exercised, have attained the age of 18 years, and who are not in default on payment of Membership fees to the Federation, shall have one vote. Others shall have no vote."

E) Removal of Memorandum Clause 3.1 (Revision for Clarity)

That Memorandum Sub-Clause 3.1 be removed, and later Sub-Clauses and any cross-references be suitably altered.

F) Removal of Article 6 (Revision for Clarity)

That Article 6 be removed and later Articles and any cross-references be suitably altered.

G) Removal of Article 11.3 (revision for Clarity)

That Article 11.3 be removed, requiring no replacement.

H) Amendment of Article 16 (Revision for Clarity)

That in article 16 the following text be removed:

- the words "except the first"
- all remaining text after "... preceding Annual General Meeting", to the end of the Article.

Proposed by: John Morris (SO)

Seconded by: Peter Christopher (WCH)

Barry Elkington (OD) asked how the term 'member' related to the membership scheme introduced on 1st January 2007 i.e. the difference between local and national members.

John Morris responded confirming that the term 'member' covers both national members of British Orienteering and local members of British Orienteering.

There being no further questions, the proposed amendments to the Memorandum and Articles of Association were accepted by a vote.

Voting (by ballot and including proxies):

For 144

Against 2

Abstentions 3

This vote in favour is more than the 75% required for the proposal to be accepted for a change to the Memorandum and Articles of Association.

Proposal 5: Amendment of Articles (Nomination by Email – Extension of Permission)

That the first part of Article 19(c), which is currently worded:

"(c) Nominations in respect of all candidates proposed for election shall, in order to be valid, be received in writing by the Secretary at least 50 clear days before the date of the General Meeting and shall be signed by two voting members of the Federation as proposer and seconder of the nomination."

Be replaced by the following wording:

"(c) Nominations in respect of all candidates proposed for election shall, in order to be valid, be received by the Secretary at least 50 clear days before the date of the General Meeting. Such nominations may be submitted in either of the following ways:

(i) on paper, being signed by two voting members of the Federation as proposer and seconder of the nomination;

(ii) by electronic mail (e-mail) supported by e-mails from two voting members of the Federation as proposer and seconder of the nomination. Should e-mail be used, the Secretary shall send requests for confirmation to candidate, proposer and seconder at their e-mail addresses as previously known to British Orienteering, and shall deem the nomination void should such email confirmation not be forthcoming from all three persons

within 7 days.”

Proposed by: John Morris (SO)

Seconded by: Peter Christopher (WCH)

Bill Melville (TAY) asked whether e-mail receipts could be used in implementing the new proposed procedure. Neil Cameron agreed that this could be considered.

The proposed amendment of the Articles of Association was accepted by a vote.

Voting (by ballot and including proxies):

For 135

Against 5

Abstentions 3

This vote in favour is more than the 75% required for the proposal to be accepted for a change to the Articles of Association.

Proposal 6: Amendment of Articles (for clarification and to reflect 2006 AGM decisions)

That amendments be made to Articles 1 and 5, and that an additional Article (provisionally numbered “new 6”) be added, to clarify the status and relationship of Associations, Clubs, Associates and Affiliates, it being understood that no new concept is thereby introduced.

These amendments and additions are, in detail:-

- (i) The deletion from Article 1 of the definitions of the terms “Constituent Association”, “Affiliated Club”, “Affiliated Body” and “Associate Member”;
- (ii) The amendment of Article 5, sub-clause 5.1 to read:

5.1 The Members of the Federation shall be

 - (i) Senior, Junior or Family members of an affiliated club who have paid, *as and when required by the Federation*, the appropriate membership fee to the Federation for the current year.
 - (ii) Individuals elected as Honorary Members at a General Meeting of the Federation. Honorary Members will not be required to pay a membership fee to the Federation.
 - (iii) *Such other categories/classes of membership of the Federation as shall, from time to time, be approved by a General Meeting of the Federation.*

All Members, shall be entitled, *subject to any restrictions laid down in Articles 5.1(i), 5.1(ii) and 5.1(iii)*, to exercise all the rights and shall be subject to all the liabilities conferred by the Statutes or these Articles or the Memorandum of Association of the Federation.
- (iii) The addition of a new Article, provisionally numbered “new 6” in the expectation that the existing Article 6 will have been deleted under Proposal 1 above, this new article to read:

6.1 In addition to its Members, the Federation shall recognise the following classes of groups and individuals:-

 - (i) Constituent Associations, being the self-governing National, Regional and Other Associations which are recognised by the Federation, and which are listed in Article 44.
 - (ii) Affiliated Clubs, being Orienteering Clubs registered with the

Federation as having paid the appropriate club affiliation fee for the current year.

(iii) Associates, being individuals, organisations or groups registered with the Federation as having paid an appropriate fee for the current year but having neither voting rights nor guarantor responsibilities under the terms of Clauses 4 to 7 inclusive of the Memorandum of Association. Such Associates have in the past been known as Associate Members.

6.2 Except in so far as they qualify under terms of Article 5, groups and individuals listed in Article 6.1 shall not be entitled to exercise the rights, or be subject to the liabilities, conferred by the Statutes or these Articles or the Memorandum of Association of the Federation.

(iv) The deletion from Article 5 of sub-clause 5.5.

Proposed by: John Morris (SO)

Seconded by: Peter Christopher (WCH)

There being no questions, the proposed amendment of the Articles of Association was accepted by a vote.

Voting (by ballot and including proxies):

For 143

Against 0

Abstentions 5

This vote in favour is more than the 75% required for the proposal to be accepted for a change to the Articles of Association.

Proposal 7: Amendment of Articles (Honorary members)

That an amendment be made to Article 5, to establish the voting and guarantor status of Honorary Members. It is proposed that Honorary Members shall have both.

The amended text would read:-

5.1 (ii) Individuals elected as Honorary Members at a General Meeting of the Federation. Honorary Members will not be required to pay a membership fee to the Federation *but shall have voting rights and guarantor responsibilities.*

Proposed by: John Morris (SO)

Seconded by: Peter Christopher (WCH)

Ed Nicholas (EUOC) stated that Honorary Members should have the same rights and responsibilities as normal members.

John Morris responded confirming that they do.

Adrian Sarkies (OD) asked whether an individual has the right to turn down Honorary Membership as they may not wish to accept the liability of the Federation with it being a company limited by guarantee and if they are given the honorary membership without consultation they are effectively having a contractual obligation enforced upon them unilaterally, which is clearly unenforceable.

Neil Cameron responded confirming that individuals are written to beforehand to ask them whether they wish to accept being made an Honorary Member.

Clive Allen (SN) asked that the issue be put into context i.e. how many Honorary Members does the Federation currently have?

The Chairman confirmed that he wasn't sure of the exact number but that it was in the region of 15.

There being no further questions, the proposed amendment of the Articles of Association was accepted by a vote.

Voting (by ballot and including proxies):

For 141 Against 2 Abstentions 4

This vote in favour is more than the 75% required for the proposal to be accepted for a change to the Memorandum and Articles of Association.

7. Elections

The following individuals had been proposed, unopposed, for the following posts and were duly elected by acclamation:

President:	Sir Christian Bonington, CBE
Vice President:	John Disley, CBE
Chairman:	Neil Cameron (NGOC)
Vice Chairman	Peter Christopher (WCH)
Vice Chairman:	Lyn West (SOS)
Treasurer:	Jenny Peel (SYO)

The following individuals had been proposed, unopposed, for the posts of Councillors and were duly elected:

Chris James (NGOC)
John Morris (SO)

Two nominations from the floor were received and were duly elected for the posts of Councillors.

Roger Hargreaves (KERNO)
Nominated by Erik Peckett (DEVON), seconded by Arthur Vince (QO)

Ed Nicholas (EUOC)
Nominated by Chris James (NGOC), seconded by John Morris (SO)

8. British Orienteering Awards Ceremony

Silva Award for Services to Orienteering.

This was awarded to Brian Parker (DEVON).

Club of the Year

This was awarded to Octavian Droobers and was received by Peter Guillaume.

Clubmark Award

OD, BKO, SOS, WIM, SN, SOC, BOK and MDOC have all been successful in achieving the Clubmark Award since last year's AGM.

Chichester Trophy for Amateur Cartography

This was awarded to Robert Dove (SMOC), and presented to him at the meeting.

Bonington Trophy for Services to Mapping

This was awarded to Jon Sutcliffe (PFO) who was not present at the meeting.

Silva Trophy for Professional Cartography

This was awarded to Roger Maher (SO), and presented to him at the meeting.

9. Governance of British Orienteering

Neil Cameron presented the work completed so far by the Governance Work Group, which is made up of Neil Cameron, Mike Hamilton, Martyn Broadest (AIRE) and John Morris (SO), and covered why their work had been commissioned, the work group's aims, their findings, their vision, addressed issues arising, the impact arising out of these issues and a timetable for putting in a new structure based on the proposals.

A version of the presentation is available on the British Orienteering website www.britishorienteering.org.uk

There was a discussion about the vision the work group had come up with. A lot of positive feedback and further suggestions were received, which the Chairman, on behalf of the work group, agreed to have reviewed.

On a show of hands there was overwhelming support from the AGM on the need for change and for the vision and timetable presented.

8. Any Other Business

Neil Cameron thanked Malcolm Duncan on behalf of the membership for all his hard work as Treasurer over the last four years.

Neil Cameron also thanked Toni O'Donovan on behalf of the membership for her contribution as a Councillor over the last year.

Neil Cameron commented that Council wish to propose David Gittus to become an Honorary Member of British Orienteering for his achievement in 2006 of winning a gold medal as part of the selected Great Britain team at the World Trail Orienteering Championships. The meeting approved this proposal.

Brenda Morgan (POTOC) commented that school children are very keen to orienteer but do not want to pay. She said that group membership should be sufficient to enable the juniors to be eligible to run in the various junior competitions which take place during the course of the orienteering calendar.

Peter Christopher (POTOC) responded to the comments confirming that British Orienteering do not charge juniors to join at local level and that this level of membership was sufficient to

make them eligible to run in the various junior competitions.

Lyn West (SOS) thanked Neil Cameron for all his hard work over the past year in his role as Chairman and commented on the amount of time and effort he has put into the role already.

Neil Cameron thanked everyone involved with the organisation of the JK 2007.

The Chairman thanked everybody for their attendance, time and attention, and the tellers and office staff for their assistance in running the meeting.

The meeting concluded at 18:42.