

**MINUTES  
of the EXTRAORDINARY GENERAL MEETING  
of the BRITISH ORIENTEERING FEDERATION Limited**

**Held at Great Barr Hotel, Birmingham at 2:00pm on Saturday September  
24<sup>th</sup> 2005.**

**PRESENT:**

Bob Roach  
Ranald Macdonald  
Malcolm Duncan  
Robin Field

Chairman  
Vice-Chairman  
Treasurer  
Chief Executive and Company Secretary

making a total of 57 members from the following clubs:

Airienteers, City of Birmingham OC, Derwent Valley Orienteers, Devon OC, Eborienteers, Edinburgh Southern OC, Essex Stragglers, Havering & South Essex OC, Harlequins OC, Kernow, Lakeland OC, Lincoln O Group, Manchester and District OC, Newcastle and Tyneside Orienteers, North Gloucester OC, Nottinghamshire OC, Norfolk OC, Octavian Droobers, Pendle Forest Orienteers, Potteries OC, Quantock Orienteers, South East Lancashire OC, South London Orienteers and Wayfarers, Southdowns OC, Solway Orienteers, South Ribble OC, Suffolk OC, Walton Chasers OC, West Anglian OC, Wimborne OC.

Members were welcomed to the EGM of the British Orienteering Federation by Bob Roach, Chairman of BOF, who introduced the podium party.

The meeting approved the appointment of John Dalton (NOC) as chief teller with Peter Bylett (HOC) and Hilary Palmer (NOC) as assisting tellers.

## 1. Apologies

Apologies were received from the following:

Peter Christopher (WCH)	Derek Allison (WAROC)	Russ Fauset (HOC)
Alex Ross (DVO)	Ken Daly (INT)	

## 2. Chairman's Address

Congratulations to Newcastle and Tyneside Orienteers on achieving Clubmark accreditation, they are the sixth club to achieve Clubmark status. A certificate was presented to Colin Matheson who was representing NATO at the EGM.

The Chairman expressed his wish that the proceedings of meeting be conducted in a respectful, pleasant and constructive manner. He also announced his intentions that all votes would be conducted by ballot and would include all proxy votes.

## 3. Proposals

### Proposal 1: Membership Fees and Event Levy 2006

That BOF Membership Fees for 2006 be as follows (2005 figures in brackets):

Senior Membership:	£20.00	(£15.00)
Junior Membership:	£3.50	(£3.50)
Family Membership:	£30.00	(£22.50)
Associate:	£15.00	(£15.00)
Club:	£30.00	(£30.00)

and that Senior, Junior and Family fees are reduced by £1 if paid by direct debit.

That the event levy be increased by 10%.

Proposed by: **Bob Roach**

Seconded by: **Peter Christopher**

The Chairman introduced the proposal and asked Robin Field (CEO) to explain an amendment to the supporting statement. The CEO stated that, following the production of the 2006 budget, part of the supporting statement for this proposal was inaccurate. The 2006 budget did **not** now contain any BOF funded provision for RDOs to assist Clubs and Association development.

Dick Towler (NOR) had previously indicated his intention to table an amendment to this proposal but in view of the CEO's statement he decided against this action.

A further amendment to Proposal 1 was proposed by John Dalton (NOC) and seconded by Hilary Palmer (NOC) as follows:

That BOF Membership Fees for 2006 be as follows (2005 figures in brackets):

Senior Membership:	£18.00	(£15.00)
Junior Membership:	£3.50	(£3.50)
Family Membership:	£26.00	(£22.50)
Associate:	£15.00	(£15.00)
Club:	£30.00	(£30.00)

and that Senior, Junior and Family fees are reduced by £1 if paid by direct debit.

That the event levy be increased by 10%.

Considerable discussion took place as to the validity of the amendment and related procedures but after an indicative show of hands, the Chairman accepted this amendment under clause 21(b) of the Articles of Association.

A poll on both the original proposal and the amendment was then taken

#### Original proposal results

Voting (by ballot and including proxies):

For 92	Against 43	Abstentions 3	(68% For)
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This proposal was not carried as it did not reach the require 75% majority required under Article 21 (a) of the Articles of Association.

#### Amendment results

Voting (by ballot and including proxies):

For 107	Against 31	Abstentions 0	(77% For)
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The amendment was carried. The 77% vote in favour is more than the 75% majority required under Article 21 (a) of the Articles of Association.

### **Proposal 2: Amendments to Article 21(a) of the Memorandum and Articles of Association**

That Clause 21(a) should read:

21 (a) All business that is transacted at a General Meeting shall be deemed 'ordinary' with the exception of changes to the Memorandum and Articles of Association which will be deemed 'special'.

Proposed by: **Malcolm Duncan**

Seconded by: **Ranald Macdonald**

The Chairman introduced the proposal as a rationalisation of the voting system of the Federation so that at General Meetings only resolutions that changed the Memorandum and Articles of Association needed 75% majority to be passed. All other proposals and resolutions would require a simple majority.

There was some discussion over abstentions, Malcolm Duncan the Treasurer and Robin Field (CEO) confirmed that abstained votes did not count in determining the percentage vote.

A vote was then taken

Voting (by ballot and including proxies):

For 99	Against 33	Abstentions 4	75% for
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The proposal was carried. The 75% vote in favour is exactly the 75% majority required under Article 21 (a) of the Articles of Association

Neil Cameron (NGOC) requested that, in light of the very close vote that the votes be recounted. The votes were recounted and the above figures were confirmed.

### **Proposal 3: Amendment to Article 24 of the Memorandum and Articles of Association**

That Clause 24 should read:

24. The Chairman or in his absence a Vice-Chairman shall preside as Chairman at every General Meeting, but if neither the Chairman or a Vice-Chairman is present within fifteen minutes after the time appointed for holding the same, or if neither the Chairman nor a Vice-Chairman shall be **willing** to preside, the Members present shall choose some Councilor, or if no such Councilor be present, or if all the Councilors present decline to take the chair, the Members present shall choose some Member eligible to be a Councilor who shall be present to preside provided he agrees.

Proposed by: **Malcolm Duncan**

Seconded by: **John Dalton**

The Chairmen introduced the proposal as a correction of a typographical error to change the wording from “unwilling” to “willing” to make sense of the clause.

A vote was taken

Voting (by ballot and including proxies):

For 131

Against 0

Abstentions 14

The proposal was carried unanimously

### **4. Closing remarks**

The Chairman recognised that some of the discussions about procedures had been difficult and protracted and thanked everyone for their tolerance. John Woodall (NOC) thanked the Chairman for conducting the meeting in a pleasant and patient manner. The meeting closed at 15:00.