

The cross referencing between the new draft Articles and the existing Memorandum & Articles which follows is a rough guide only

The significant changes to the format and presentation makes a detailed cross referencing difficult and time consuming – it does however provide an indication of where to look for the various clauses

Part 1 is the new draft articles (commence page 1)
Part 2 the existing Mems & Arts (commence page 43)

**ARTICLES OF ASSOCIATION
For
BRITISH ORIENTEERING FEDERATION LIMITED
incorporated as a company limited by guarantee**

April 2012

FARRER & CO LLP
66 Lincoln's Inn Fields
London WC2A 3LH

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THE COMPANIES ACTS 1985, 1989 AND 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

BRITISH ORIENTEERING FEDERATION LIMITED¹

PART 1

INTERPRETATION, OBJECTS, POWERS AND LIMITATION OF LIABILITY

	Article reference
	All articles unless Mem ?? ref to memorandum
1. <u>Defined terms</u>	1
1.1 In these Articles, unless the context requires otherwise:	
"the 2006 Act" means the Companies Act 2006 as modified by statute or re-enacted from time to time;	
"Articles" means these articles of association, as may be amended from time to time;	
"Appointments Panel" means the appointment panel for the Company established by the Board;	

¹ These Articles were adopted by special resolution of the Company dated 6 April 2012

"bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;	
"the Board"	means the board of directors of the Company established from time to time in accordance with Article 19, the members of which are the directors of the Company for the purposes of the Companies Acts;	
"clear days"	means a period of days exclusive of the day on which the notice is served and of the day for which it is given;	
"Chair"	means the chair of the Board as appointed by the Board in accordance with Article 24;	
"chair of the meeting"	has the meaning given in Article 14.2 (in respect of a board meeting) or Article 37.2 (in respect of a general meeting);	
"Club"	means those clubs affiliated to the Company under Article 30.2.2 a;	
"Chief Executive"	means the person appointed as chief executive in accordance with Article 25;	
"Companies Acts"	means the Companies Acts (as defined in section 2 of the 2006 Act), in so far as they apply to the Company;	
"Company"	means the above-named company;	
"Co-opted Director"	means a director appointed in accordance with Article 28.2;	
"director"	means a director of the Company, and includes any person occupying the position of director, by whatever name called;	
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form;	
"Elected Director"	means a director elected in accordance with Article 20	
"electronic form"	has the meaning given in Section 1168 of the 2006 Act;	
“executive director”	a member of a board of directors who is also an employee of the company	
"general meeting"	means [an annual general meeting or other] [a] general meeting of the Company;	
"hard copy form"	has the meaning given in Section	

1168 of the 2006 Act;		
“independent director” who is an outsider, meaning he is not an employee or a member of the company	a member of a board of directors	
"members" Non-Voting Members together;	means the Voting Members and	
“non-executive director” who is not an employee of the company	a member of a board of directors	
"Non-Voting Members" Company other than the Voting Members as defined in Article 51.3 and who shall not be members for the purposes of the Companies Acts;	means all members of the	
"the Office" Company;	means the registered office of the	
"ordinary resolution" 282 of the 2006 Act;	has the meaning given in Section	
"participate" has the meaning given in Article 12;	in relation to a directors' meeting,	
"President" time to time as president under Article 34.2;	means the person elected from	
"proxy notice" 44;	has the meaning given in Article	
"Regulations" of the Company made by the Board in accordance with Article 18.2 and amended from time to time;	means the regulations and policies	
"Rules" made by the Company in general meeting, as amended from time to time;	means the rules, of the Company	
"Secretary" time to time under Article 26 as the Secretary and who shall be the company secretary of the Company for the purposes of the Act;	means the person appointed from	
"special resolution" 283 ² of the 2006 Act;	has the meaning given in Section	
"subsidiary" 1159 ³ of the 2006 Act;	has the meaning given in Section	
"the Sport"	means orienteering;	
"Territory" Great Britain and Northern Ireland;	means the United Kingdom of	
["[Honorary] Treasurer"]["Finance Director"]	means the person	

² Special resolutions

³ Meaning of “subsidiary” etc

	[appointed][elected] from time to time as the [[honorary] treasurer][finance director] under Article 27	
	"Voting Members" the members of the Company who, under Article 51.3 are entitled to receive notice of, attend and vote at general meetings and who are members of the Company for the purposes of the Companies Acts;	
	"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.	
	1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act as in force on the date when these Articles become binding on the Company.	
	1.3 Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender.	
	1.4 For the purposes of Section 20 ⁴ of the 2006 Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.	
2.	<u>Name and Registered Office</u>	Mem 1/2
2.1	The name of the Company is British Orienteering Federation Limited.	
2.2	The registered office of the Company is to be in England and Wales.	
3.	<u>Objects</u>	Mem 3
3.1	The objects for which the Company is established ("Objects") are:	
3.1.1	to act as the governing body for the Sport in the Territory;	

⁴ Default application of model articles

3.1.2	to act as the representative member for the Territory in international affairs and to affiliate to and carry out functions delegated to it by the International Orienteering Federation and other relevant bodies;	
3.1.3	to promote, administer and encourage the development of, and participation in the Sport within the Territory;	
3.1.4	to develop and implement a strategy for the development of the Sport in the Territory including strategies for each of: performance at international and national level; national competition; and increasing participation;	
3.1.5	to make and vary rules for persons participating in the Sport in the Territory (including rules against doping in the Sport) from time to time;	35
3.1.6	to develop a commercial, marketing and public relations programme for the Sport in the Territory;	
3.1.7	to develop a competition programme and co-ordinate competition fixtures across the Territory;	
3.1.8	to select the representative teams to represent the Territory in international events;	
3.1.9	to consult and co-operate with other organisations operating in the Sport within the Territory in all matters relating to the administration, promotion and playing of the Sport;	
3.1.10	to develop and nurture relationships between the Company and the sports councils within the Territory, the British Olympic Association, the relevant Commonwealth Games Councils and relevant government departments;	
3.1.11	to take such action from time to time as the Board may consider desirable for the benefit of the Sport and the members of the	

	Company;	
	3.1.12 to undertake and execute charitable trusts for the benefit of the Sport; and	
	3.1.13 to do all such other things as shall be thought fit to further the interests of the Company or to be incidental or conducive to the attainment of all or any of the objects stated in this Article 3.	
4.	<u>Powers</u>	Mem A/S
4.1	The Company shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects ("the Powers").	
4.2	The income and property of the Company shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the members of the Company.	
4.3	Nothing in Article 4.2 shall prevent the payment in good faith by the Company:	
	4.3.1 to any director, committee or sub-committee member of reasonable and proper out-of-pocket expenses in accordance with Article 23;	
	4.3.2 of interest on money lent by a member of the Company or its directors at a commercial rate of interest;	
	4.3.3 of reasonable and proper rent for premises demised or let by any member of the Company or by any director;	
	4.3.4 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default	

	of the directors (or any of them) in relation to the Company; or	
	4.3.5 other payments as are permitted by these Articles.	
5.	<u>Liability of members</u>	Mem 5
5.1	The liability of each member is limited to fifty pence, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for any of the items set out in Article 5.2.	6
5.2	The items for which the members undertake to contribute are:	
5.2.1	payment of the Company's debts and liabilities contracted before he ceases to be a member;	
5.2.2	payment of the costs, charges and expenses of winding up; and	
5.2.3	adjustment of the rights of the contributories among themselves.	
PART 2		
DIRECTORS AND OTHER OFFICE HOLDERS		
DIRECTORS' POWERS AND RESPONSIBILITIES		
6.	<u>Directors' general authority</u>	
6.1	Subject to these Articles, any Rules and Regulations made pursuant to them and the Companies Acts, the Board is responsible for the management of the Company's business, for which purpose it may exercise all the powers of the Company.	12, 32, 38

6.2	No resolution passed by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such resolution had not been passed.	32
7.	<u>Directors may delegate</u>	
7.1	Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:	40.2
	7.1.1 to such person, committee, sub-committee or working party;	
	7.1.2 by such means (including by power of attorney);	
	7.1.3 to such an extent;	
	7.1.4 in relation to such matters or territories; and	
	7.1.5 on such terms and conditions;	
	as it thinks fit.	
7.2	All acts and proceedings delegated under Article 7.1 shall be reported to the Board in due course.	
7.3	If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.	
7.4	The Board may revoke any delegation in whole or part, or alter its terms and conditions.	
8.	<u>Committees</u>	
8.1	The Board may establish committees and sub-committees and shall:	40.1

<p>(a) determine the membership of any committees or sub-committees so established. A sub-committee shall be responsible to the Board through its parent committee for the responsibilities delegated to it;</p>	
<p>(b) delegate any of the powers of the Board to staff, committees or sub-committees but the Board shall review any delegation of its powers within a period not exceeding five years.</p>	
<p>8.2 Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board.</p>	40.4
<p>8.3 The Board may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.</p>	
<p>8.4 The Board shall have the power to appoint working parties or individuals to investigate particular problems or organise specific events or administer particular activities, but these working parties shall in no sense be regarded as committees and any such individual shall in no sense be regarded as a director simply as a result of such appointment.</p>	40.3
<p>DECISION-MAKING BY DIRECTORS</p>	
<p>9. <u>Directors to take decisions collectively</u></p>	
<p>Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 10.</p>	
<p>10. <u>Unanimous decisions</u></p>	

10.1	A decision of the Board is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.	
10.2	Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.	
10.3	References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board.	
10.4	A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.	
11.	<u>Calling a meeting of the Board</u>	
11.1	The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least three such meetings shall be held in each year.	
11.2	The Board shall report on their activities to the members at the annual general meeting.	
11.3	Any director may call a meeting of the Board by giving notice of the meeting to the directors or by directing the Secretary to give such notice.	
11.4	Notice of any meeting of the Board must indicate:	
11.4.1	its proposed date and time;	
11.4.2	where it is to take place; and	
11.4.3	if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should	

	communicate with each other during the meeting.	
11.5	Notice of a meeting of the Board must be given to each director, but need not be in writing. A director who is absent from the Territory shall be entitled to notice of a meeting if he has provided a valid email address.	
12.	<u>Participation in meetings of the Board</u>	
12.1	Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when:	
	12.1.1 the meeting has been called and takes place in accordance with these Articles; and	
	12.1.2 directors can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.	
12.2	In determining whether directors are participating in a meeting of the Board, it is irrelevant where any director is or how they communicate with each other.	
12.3	If all the directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.	
13.	<u>Composition of the Board and Quorum</u>	
13.1	At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.	
13.2	The quorum for meetings of the Board may be fixed from time to time by a decision of the directors, but it must never be less than four, and unless otherwise fixed it is four.	

13.3	Subject to Article 13.4, the Board may act notwithstanding any vacancy in their body.	
13.4	If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:	
	13.4.1 to fill a casual vacancy arising among the directors in accordance with Article 2828; or	
	13.4.2 to admit Voting Members to the Company.	
14.	<u>Chairing of meetings of the Board</u>	
14.1	The Chair shall chair meetings of the Board. The Chair shall preside as chair at all meetings of the Board at which he shall be present.	
14.2	If at any meeting the Chair is not present within fifteen minutes after the time appointed for holding the meeting or he is not willing to preside, the members of the Board present shall choose one of their number to be chair of the meeting. The person so appointed for the time being is known as "the chair of the meeting".	
15.	<u>Casting vote</u>	
15.1	If the numbers of votes for and against a proposal are equal, the chair of the meeting of the Board has a casting vote. This does not apply if, in accordance with these Articles, the Chair or other director, acting as chair of the meeting, is not to be counted as participating in the decision-making process for quorum or voting purposes.	
16.	<u>Conflicts of interest</u>	
16.1	Subject to Article 16.2, if a proposed decision of the Board is concerned	

	with an actual or proposed transaction or arrangement with the Company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.	
16.2	The prohibition under Article 16.1 shall not apply when:	
16.2.1	the Board authorises the director counting towards the quorum and voting on the transaction or arrangement in accordance with Section 175 ⁵ of the 2006 Act notwithstanding such interest;	
16.2.2	the director need not declare an interest pursuant to Section 177 ⁶ or 182 ⁷ of the 2006 Act; or	
16.2.3	the director's conflict of interests arises from a permitted cause.	
16.3	For the purposes of Article 16.2, the following are "permitted causes":	
16.3.1	a guarantee, security or indemnity given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries (if any); and	
16.3.2	arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Company or any of its subsidiaries (if any) which do not provide special benefits for directors or former directors.	
16.4	For the purposes of this Article 16, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.	
16.5	Subject to Article 16.7, if a question arises at a meeting of the Board or of a committee of the Board as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the	

⁵ Duty [of Directors] to avoid conflict of interest

⁶ Duty to declare interest in proposed transaction or arrangement

⁷ Declaration of interest in existing transaction or arrangement

	<p>chair of the meeting whose ruling in relation to any director other than himself is to be final and conclusive.</p>	
16.6	<p>Where proposals are under consideration concerning the appointment of two or more directors to employment with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.</p>	
16.7	<p>If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair of the meeting, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.</p>	
16.8	<p>A director may vote, and count towards the quorum, in regard to any transaction or arrangement in which he has, or can have, a direct or indirect conflict of interest that conflicts, or possibly may conflict with the interests of the Company only where such matter has been authorised in accordance with Article 16.2.</p>	
16.9	<p>The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a director from voting at a meeting of the Board or a committee formed under Article 7.</p>	
17.	<p><u>Records of decisions to be kept</u></p>	
17.1	<p>The Board must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every appointment by the Board and of every unanimous or majority decision taken by the Board (and all committees) and by the Company at general</p>	

	meeting.	
17.2	Any such records, if purporting to be signed by the chair of the meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.	
18.	<u>Directors' discretion to make further rules</u>	
18.1	The Board may from time to time propose variations to, revocations of and new Rules relating to membership of the Company including (without limitation) Rules:	
	18.1.1 setting out different categories of membership of the Company;	
	18.1.2 setting out rights, privileges and obligations of the different categories of member;	
	18.1.3 setting the levels of subscriptions or event levies to be paid by the different categories of member.	
	Such proposals will be presented to a general meeting for adoption.	
18.2	The Board (or any committee or sub-committee to whom it delegates its powers) shall have the power to make, vary and revoke regulations, policies and procedures for the better administration of the Company including (without limitation):	
	18.2.1 terms of reference as to the function, role and operation of committees to assist the Board in the better administration of the Company;	
	18.2.2 regulations to ensure compliance with national and international rules relating to doping control;	
	18.2.3 regulations setting out disciplinary procedures for members;	

18.2.4	regulations for the promotion and organisation of competitions;	
18.2.5	child protection policies;	
18.2.6	equity and equality policies; and	
18.2.7	such other regulations, policies or procedures as the Board thinks fit.	
18.3	Rules and Regulations made under Articles 18.1 and 18.2 must be compliant with the Companies Acts and these Articles in order to be valid.	
APPOINTMENT OF DIRECTORS AND OTHER OFFICE HOLDERS		
19.	<u>Methods of appointing directors</u>	
19.1	The members of the Board shall be:	13
19.1.1	up to nine Elected Directors; and	13.1.1
19.1.2	the Chief Executive.	13.1.2
19.2	All acts carried out in good faith at any meeting of the Board or of any committee or sub-committee, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.	

<p>20. <u>Elected Directors</u></p>	
<p>Each Elected Director shall serve for a three-year term from the annual general meeting at which he is elected to the end of the annual general meeting in the third year after his election , but shall be eligible for re-election for two further terms of three-years. The election for the office of Elected Directors shall be conducted in accordance with Article 27.</p>	<p>13.3</p>
<p>21. <u>Termination of director's appointment</u></p>	
<p>21.1 Without prejudice to the provisions of Section 168⁸ of the 2006 Act, a person shall cease to be a director of the Company as soon as:</p>	<p>37</p>
<p>21.1.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is otherwise prohibited from being a director by law;</p>	
<p>21.1.2 a bankruptcy order is made against that person;</p>	
<p>21.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;</p>	
<p>21.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;</p>	
<p>21.1.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;</p>	

⁸ Resolution to remove director

21.1.6	being an elected director, that person ceases to be a member; or	21.1.7	notification is received by the Board from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.	21.2	11.2
A person serving as Chair, Vice-Chair, Treasurer or Secretary who is removed from office as a director for whatever reason shall be deemed to have resigned from his position as Chair, Vice-Chair, Treasurer or Secretary (as appropriate) and the vacancy shall be filled in accordance with these Articles.		22. <u>Directors' remuneration</u>		22.1	
Subject to the provisions of the Companies Acts, and to Article 22.3 below, the Board may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and the Company.		22.2			
Subject to the provisions of the Companies Acts, and to Article 22.3 below, the Board may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.					

22.3	Subject to these Articles, a director's remuneration may take any form and include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director provided that such remuneration:	
22.3.1	is fixed having regard to the current remuneration of directors in comparable posts;	
22.3.2	does not exceed the general market rate for directors providing comparable services; and	
22.3.3	is not to any extent determined by or conditional upon the profits or losses derived from some or all of the activities of the Company or by reference to the level of the Company's gross income from some or all of its activities.	
22.4	No director shall take any loan from the Company.	
22.5	For the avoidance of doubt, no payment shall be made by way of remuneration to an elected director.	
22.6	Unless the Board decides otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's subsidiaries (if any) or of any other body corporate in which the Company is interested (if any).	
23.	<u>Directors' expenses</u>	
	The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:	
(a)	meetings of the Board or committees of the Board; or	
(b)	general meetings,	

<p>or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.</p>	
<p>24. <u>Office Holder, e.g. Chair, Vice Chair, Treasurer</u></p>	
<p>24.1 The Board will appoint a Director to be an office holder on such terms and for such period as they think fit and may delegate to him such of their powers as they think desirable to be executed by him. The Board may delegate their power of appointment to an Appointments Panel set up for the purpose.</p>	11
<p>24.2 The office holder shall have such rights and privileges as the Board shall from time to time prescribe.</p>	
<p>24.3 The office shall be vacated with immediate effect if the person appointed as office holder ceases to be a director of the Company.</p>	
<p>25. <u>Chief Executive</u></p>	
<p>Subject to the provisions of the Companies Acts, the chief executive shall be appointed by the Board for such term at such remuneration and upon such conditions as they may think fit and any chief executive appointed may be removed by them.</p>	15
<p>26. <u>Company Secretary</u></p>	
<p>Subject to the provisions of the Companies Acts, the company secretary shall be appointed by the Board for such term at such remuneration and upon such conditions as they may think fit and any company secretary appointed may be removed by them.</p>	

<p>27. <u>Elections</u></p>	
<p>27.1 Subject to Article 51.3, any Voting Member may nominate another member to be an Elected Director.</p>	
<p>27.2 Nominations for elected director shall, in order to be valid, be received by the Secretary at least fifty clear days before the date of the Annual General Meeting. Such nominations may be submitted in either of the following ways:</p>	
<p>27.2.1 on paper, being signed by two voting members of the Company as proposer and seconder of the nomination;</p>	
<p>27.2.2 by electronic mail (e-mail) supported by e-mails from two voting members of the Company 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 confirmation not be forthcoming from all three persons within seven days.</p>	
<p>27.2.3 Pen Portraits of candidates proposed for election at a General Meeting may be submitted and if so submitted shall accompany the hereinafter mentioned agenda provided that they are received by the Secretary at least forty clear days before the date of the General Meeting, and provided that each contains no more than one hundred and fifty words.</p>	
<p>27.3 If there are the same number of candidates as there are vacancies for a post, those candidates shall be declared elected unopposed at the annual general meeting. In the event of there being more nominations than vacancies, there shall be an election at the annual general meeting or a ballot in accordance with the provisions of Article 27 as directed by the Board. The results of any such election must be announced at the annual</p>	

	general meeting.	
28.	<u>Casual Vacancies</u>	
28.1	If a Director leaves office after an Annual General Meeting but on or before 31 December of that year, the Board may co-opt a replacement Director whose term of office will be until the next Annual General Meeting.	13.4.1 13.4.2
28.2	Where an Elected Director leaves office on or after 1 January but before the end of that year's Annual General Meeting, and where that Director's term of office does not end at that year's Annual General Meeting, the Board may until 31 December in that year co-opt a replacement Director whose term of office will be until the end of the Annual General Meeting in the succeeding year.	13.5 13.6
28.3	A Director who is co-opted shall be eligible to stand for election at the Annual General Meeting where he leaves office.	13.5
28.4	The period served by a co-opted Director or of someone elected to fill the remainder of the term of office of a Director who leaves office shall count as a term of office for the purposes of Article,20 except where a co-opted Director is elected at the AGM where his term of co-opted office ends and he is elected to a partial term of one or two years, when the combined period will be counted as a term of office for the purposes of Article 20.	13.6
PART 3 MEMBERS		
BECOMING AND CEASING TO BE A MEMBER		

29.	<u>Applications for membership</u>	
29.1	The subscribers to the Memorandum of Association of the Company as at the date of incorporation, and such other persons as are admitted to membership by the Board in accordance with these Articles (and any applicable Rules), shall be the Members of the Company.	Mem
29.2	No person shall become a member of the Company unless:	
	29.2.1 that person has completed an application for membership in such form as required by the Board, and	
	29.2.2 the Board has approved the application.	
29.3	The Board may in its absolute discretion accept or reject any person or body applying for membership.	
29.4	Every corporation and unincorporated association which is admitted as a Member may exercise such powers as are prescribed by Part 9 of the 2006 Act ⁹ .	
29.5	The Company in general meeting may from time to time fix the levels of annual subscriptions to be paid by the different categories of members.	
30.	<u>Categories of Membership</u>	
30.1	The categories of membership are specified within the Rules of the Company in Article 51.	
30.2	In addition to its Members, the Company shall recognise the following classes of groups and individuals:	6 44
	30.2.1 Constituent Associations, being the self-governing National,	6.1

⁹Exercise of members rights

	Regional and Other Associations which are recognised by the Company.	44.1
30.2.2	Affiliated Clubs, being Orienteering Clubs registered with the Company as having paid the appropriate club affiliation fee for the current year.	6.2
31.	<u>Conditions of membership</u>	
31.1	Any person on agreeing to become or having been accepted as a Member of the Company shall be deemed to have agreed to be bound by these Articles of Association of the Company whether or not he shall have signed a written statement to that effect.	5.4
31.2	All members shall be subject to the Rules.	6.1
31.3	All bodies listed in Article 30 shall be bound by the published policies of the Company including, but not limited to, those relating to Child Welfare and Equality.	6.3
31.3.1	The Board shall have the power to impose penalties or sanctions on any body listed in Article 30 if that body does not after reasonable notice comply with such policies.	6.3.1
31.3.2	Such penalties or sanctions may include withdrawal of the right to enter Company competitions, to have events or competitions publicised by the Company, or to benefit from services developed by the Company including, but not limited to, insurance, support from Company staff, and participation in Conferences or courses.	6.3.2
31.3.3	Sanctions other than those listed in Article 31.3.2 may be imposed, where appropriate, at the Board's discretion.	6.3.3
31.4	Each member shall pay any annual subscription set by the Company at general meeting under Article 29.5. Any member whose subscription is	7

<p>more than three months in arrears shall be deemed to have resigned his membership of the Company unless the Board decides otherwise.</p>	
<p>31.4.1 Individual members being partners, or parents/guardians of young persons under 25 years of age on 31st December of the relevant membership year, and those said young persons, may pay a consolidated fee. The consolidated fee shall be the total of the individual senior and junior fees or the family fee whichever is the lesser.</p>	7
<p>32. <u>Termination of membership</u></p>	
<p>32.1 It shall be the duty of the Board, if at any time it shall be of the opinion that the interests of the Company so require, by notice in hard copy form sent by prepaid post to a member's address, to request that member to withdraw from membership of the Company within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the directors present and voting, which majority shall include one half of the total number of the Board for the time being.</p>	9
<p>32.2 If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting notice in hard copy form of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Board [or such sub-committee to which it has delegated its powers]. The Board [or sub-committee] and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in hard copy form, and he shall not be required to withdraw from membership unless a majority of the Board members present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the member fails to attend the meeting without sufficient reason being</p>	9

	<p>given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a member and his name shall be erased from the register of members. A Member may appeal against such decision by notifying the Board who shall put the matter to a general meeting for it to be decided by a majority vote of the members present and voting at such meeting. If the Board's decision is upheld, the member will be liable for the costs of holding the general meeting.</p>	
32.3	A member may withdraw from membership of the Company by giving seven clear days' notice to the Company in writing.	7b
32.4	A membership terminates automatically when a person dies or ceases to exist or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules or Regulations.	
32.5	Membership is not transferable.	10
32.6	Any person ceasing to be a member forfeits all rights in relation to and claims upon the Company, its property and its funds and has no right to the return of any part of his subscription.	
ORGANISATION OF GENERAL MEETINGS		
33.	<u>Notice of and Calling General Meetings</u>	
33.1	General meetings must be called giving at least seventy clear days' written notice.	19a
33.2	A general meeting may be called at any time by the Board or by the Secretary acting on behalf of the Board or may be called on a written request to the Board from at least 5% of the Voting Members.	

33.3	On receipt of a written request made pursuant to Article 33.2, the Secretary must, within twenty one days, issue notice calling a general meeting .	
34.	<u>Annual General Meetings</u>	
34.1	The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it.	16
34.2	The annual general meeting shall be held for the following purposes:	
34.2.1	to receive from the Board the Company's accounts;	48
34.2.2	to receive from the Board a report of the activities of the Company since the previous annual general meeting;	
34.2.3	to appoint the Company's auditors;	50
34.2.4	to decide the annual subscriptions and affiliation fees	
34.2.5	to transact such other business as may be legitimately brought before it;	
34.2.6	to appoint (as appropriate) the President, and Vice-President(s); and	
34.2.7	to elect the Elected Directors in place of those retiring.	
34.3	All general meetings, other than annual general meetings, shall be called general meetings. The Company may hold general meetings as it deems appropriate. The business of such general meetings shall be decided by the Board subject to due notice having been given.	18
34.4	All resolutions to be submitted to a general meeting shall be received in writing by the Secretary at least fifty clear days before the date of the	19b

	<p>general meeting and shall be signed by two voting members of the Company as proposer and seconder of the resolution. A supporting statement from the proposer may accompany the proposal as may a statement from the current board of the Company.</p>	
34.5	<p>Nominations in respect of all candidates (other than directors as in Article 27) proposed for election shall, be received by the Secretary at least fifty clear days before the date of the general meeting and shall be signed by two voting members of the Company as proposer and seconder of the nomination.</p>	19c
35.	<p><u>Attendance and speaking at general meetings</u></p>	
35.1	<p>A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.</p>	
35.2	<p>A person is able to exercise the right to vote at a general meeting when:</p>	
	<p>35.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting: and</p>	
	<p>35.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.</p>	
35.3	<p>The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.</p>	
35.4	<p>In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.</p>	

35.5	Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.	
36.	<u>Quorum for general meetings</u>	
36.1	No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.	22
36.2	Subject to Article 39.6, fifty Voting Members present in person shall be a quorum.	
37.	<u>Chairing general meetings</u>	
37.1	The Chair shall chair general meetings if present and willing to do so. If the Chair shall be absent, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the same, the Vice-Chair shall preside. If the Vice-Chair is also not present or is unwilling to chair within fifteen minutes after the time appointed for holding the same, the directors present must appoint a director or member to chair the meeting. If, by the same time, there are no directors present, the meeting, must appoint a member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.	
37.2	The person chairing a meeting in accordance with this Article is referred to as "the chair of the meeting".	

<p>38. <u>Attendance and speaking by directors and non-members</u></p>	
<p>38.1 Directors may attend and speak at general meetings.</p>	
<p>38.2 The chair of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.</p>	
<p>39. <u>Adjournment</u></p>	
<p>39.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, the chair of the meeting must adjourn it.</p>	23
<p>39.2 The chair of the meeting may adjourn a general meeting at which a quorum is present if:</p>	
<p>39.2.1 the meeting consents to an adjournment, or</p>	
<p>39.2.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.</p>	
<p>39.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.</p>	
<p>39.4 When adjourning a general meeting, the chair of the meeting must:</p>	
<p>39.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and</p>	
<p>39.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.</p>	

39.5	If the continuation of an adjourned meeting is to take place more than fourteen days after it was adjourned, the Company must give at least seventy clear days' notice of it:	
39.5.1	to the same persons to whom notice of the Company's general meetings is required to be given; and	
39.5.2	containing the same information which such notice is required to contain.	
39.6	No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting twenty five Voting Members shall be a quorum.	
VOTING AT GENERAL MEETINGS		
40.	<u>Voting: general</u>	
40.1	Every Voting Member shall be entitled to receive notice of, attend general meetings and cast one vote.	26
40.2	A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles. Except where otherwise provided by the Companies Acts, every resolution is decided by a majority of votes cast.	27, 28
40.3	Every Voting Member is entitled to send one representative to general meetings and only that representative shall have a vote.	

<p>41. <u>Errors and disputes</u></p>	
<p>41.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.</p>	
<p>41.2 Any such objection must be referred to the chair of the meeting whose decision is final.</p>	
<p>42. <u>Poll votes</u></p>	
<p>42.1 A poll on a resolution may be demanded:</p>	
<p>42.1.1 in advance of the general meeting where it is to be put to the vote, or</p>	
<p>42.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.</p>	
<p>42.2 A poll may be demanded by:</p>	
<p>42.2.1 the chair of the meeting;</p>	
<p>42.2.2 the Board; or</p>	
<p>42.2.3 three or more Voting Members present in person or proxy having the right to vote on the resolution.</p>	
<p>42.3 A demand for a poll may be withdrawn if:</p>	
<p>42.3.1 the poll has not yet been taken, and</p>	

42.3.2	the chair of the meeting consents to the withdrawal.	42.4	Polls shall be taken as the Chair directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
42.5	A poll demanded on any question shall be taken forthwith. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.	43.	<u>Ballot</u>
43.1	The Board may decide, in advance of a general meeting, to call a ballot in respect of an election which would otherwise be put to the vote at the general meeting. If there is to be a ballot, the details of the nominees and methods for voting shall be sent to the Voting Members at such time as the Board shall prescribe. Voting returns must be made by such method and time as the Board shall prescribe and shall be counted by such person or persons as the Board shall decide.	43.2	The result of the ballot will be declared at the general meeting at which it would otherwise have been put to the vote.
44.	<u>Content of proxy notices</u>	44.1	Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
44.1.1	states the name and address of the member appointing the		30

	proxy;	
44.1.2	identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;	
44.1.3	is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and	
44.1.4	is delivered to the Office in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.	
44.2	The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.	
44.3	Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.	
44.4	Unless a proxy notice indicates otherwise, it must be treated as:	
44.4.1	allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and	
44.4.2	appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.	
45.	<u>Delivery of proxy notices</u>	
45.1	A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice	

	has been delivered to the Office by or on behalf of that person.	
45.2	An appointment under a proxy notice may be revoked by delivering to the Office, or in person to the Chair of the meeting at the meeting, a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.	
45.3	A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.	
45.4	If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.	
46.	<u>Amendments to resolutions</u>	
46.1	An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:	
	46.1.1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed before the meeting is to take place or at the meeting , and	
	46.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the intention of the resolution.	
46.2	A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:	
	46.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and	
	46.2.2 the amendment does not go beyond what is necessary to correct	

	a grammatical or other non-substantive error in the resolution.	
46.3	With the consent of the chair of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.	
46.4	If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.	
PART 4 ADMINISTRATIVE ARRANGEMENTS		
47.	<u>Means of communication to be used</u>	
47.1	Subject to these Articles, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Company.	51
47.2	The applicable address shall be:	
	47.2.1 in the case of a Voting Member at his registered address as it appears in the register of members or by giving notice using electronic communications to an address for the time being notified to the Company by the Voting Member; and	
	47.2.2 in the case of a Non-Voting Member, at his last known address.	
47.3	Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the	

	time being.	
47.4	A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.	
47.5	Any Voting Member described in the register of members by an address not within the Territory, who shall from time to time give the Company an address within the Territory at which notices may be served upon him, shall be entitled to have notices served upon him at such address, or an address to which notices may be sent using electronic communications, but, save as aforesaid and as provided by the Act, only those Voting Members who are described in the register of members by an address within the Territory shall be entitled to receive notices from the Company.	52
47.6	Any notice, if served by first class (or equivalent) post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice, if served by electronic communications, shall be deemed to have been given at the expiration of forty-eight hours after the time it was sent.	53
48.	<u>No right to inspect accounts and other records</u>	
	Except as provided by law or authorised by the Board or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member.	47
DIRECTORS' INDEMNITY AND INSURANCE		

49. <u>Indemnity</u>	55
49.1 Subject to Article 49.1.3, a relevant director of the Company or an associated company may be indemnified out of the Company's assets against:	
49.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;	
49.1.2 any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in Section 235(6) ¹⁰ of the 2006 Act);	
49.1.3 any other liability incurred by that director as an officer of the Company or an associated company.	
49.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.	
49.3 In this Article:	
49.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and	
49.3.2 a "relevant director" means any director or former director of the Company or an associated company.	
50. <u>Insurance</u>	
50.1 The Board may decide to purchase and maintain insurance, at the	

¹⁰ Qualifying pension scheme indemnity provision

	expense of the Company, for the benefit of any relevant director in respect of any relevant loss.	
50.2	In this Article:	
50.2.1	a "relevant director" means any director or former director of the Company or an associated company;	
50.2.2	a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund of the company or associated company; and	
50.2.3	companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.	
51.	<u>Rules</u>	
51.1	Only the Voting Members in general meeting may from time to time make, vary and revoke Rules:	
51.2	The Membership of the Company shall be:	5
51.2.1	Senior, Junior or Family members of an affiliated club who have paid, as and when required by the Company, the appropriate membership fee to the Company for the current year.	
51.2.2	Individuals elected as Honorary Members at a General Meeting of the Company. Honorary Members will not be required to pay a membership fee to the Company but shall have voting rights and guarantor responsibilities.	
51.2.3	Such other categories/classes of membership of the Federation as shall, from time to time, be approved by a General Meeting of	

	the Company.	
51.3	Voting members shall be:	
51.3.1	Those members who will, by 31 st December of the year in which the vote is to be exercised, have attained the age of 18 years, and	
51.3.2	Those members who are not in default on payment of Membership fees to the Company.	
51.4	Such members shall have one vote.	
51.5	All other members shall have no vote.	
51.6	The creation, variation and revocation of the Rules will only be passed by a vote of a simple majority of the Voting Members present and voting at a general meeting.	
51.7	Rules made pursuant to Article 51.1 must be compliant with the Companies Acts and these Articles in order to be valid.	
52.	<u>Dissolution</u>	54
	If upon the winding-up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to or distributed among the Voting Members of the Company in proportion to their contributions to such property.	

Current Memorandum & Articles 2008

**MEMORANDUM AND ARTICLES
OF
ASSOCIATION
OF THE
BRITISH ORIENTEERING FEDERATION LIMITED**

April 2008

plus Bye-Laws

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM
OF
ASSOCIATION
OF**

BRITISH ORIENTEERING FEDERATION LIMITED

	New draft Article ref:
1. The name of the Company (hereinafter called "the Federation") is the British Orienteering Federation Limited.	2
2. The registered office of the Federation shall be situated in England.	3
3. The objects for which the Federation is established are:	
3.1 To act as the official governing body for the sport and recreation of orienteering in the United Kingdom of Great Britain and Northern Ireland (which territories are referred to below as the "United Kingdom"), through or in conjunction with the Constituent Associations as defined in Article 1.	
3.2 To be responsible for co-ordinating the work of the Constituent Associations subject to the general regulations of the Associations.	
3.3 To encourage, promote, develop and regulate the sport of orienteering in the United Kingdom amongst all sections of the community.	
3.4 To arrange and provide for or join in arranging and providing for the holding of courses for the instruction and teaching of orienteering to teachers, coaches, instructors, orienteers and any other persons, and for the holding of meetings, lectures and classes calculated directly or indirectly to further the promotion and development of orienteering.	
3.5 To promote and organise or assist in promoting and organising the holding of orienteering fixtures, championships, competitions, demonstrations and events, to select competitors to represent the Federation and the United Kingdom.	
3.6 To lay down and enforce rules and regulations covering all aspects of orienteering, to improve the conduct and management of orienteering fixtures by the establishment of uniform regulations, to encourage a code of conduct for orienteering and promote the observance of the code by its members and others and to deal repressively with any abuses in orienteering.	
3.7 To give prizes, medals and other awards in connection with the sport of orienteering.	
3.8 To purchase, hire, make, supply, sell or provide and maintain and to deal in all kinds of equipment and apparatus used by or in connection with the sport of orienteering.	

3.9 To provide and supply information and advice to persons concerning the practice of competitive and recreational orienteering by means of books, periodicals, magazines, journals, leaflets, advertisements, or any other appropriate methods.	
3.10 To promote, assist and support any administrative or legislative measure or any proposal which in the opinion of the Board of the Federation may be calculated to improve facilities for orienteering, to oppose by such action as may be deemed appropriate measures, proposals or acts which in its opinion are likely to injure or reduce such facilities, to liaise with the appropriate Central Government departments and sporting bodies.	
And the Federation shall have the following powers exercisable in furtherance of its said Objects but not otherwise namely:	4
(A) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.	
(B) To sell, let or mortgage, dispose of or turn to account all or any of the property or assets of the Federation.	
(C) To prepare, print, produce, publish, or otherwise circulate reports, surveys, books, articles, brochures, pamphlets, films, programmes for radio, television and all communications media as the Federation may think fit.	
(D) To present, produce, promote, organise, manage and conduct any meetings, lectures, classes, debates, conferences, libraries, demonstrations or exhibitions, as the Federation may think fit.	
(E) From time to time fix and charge such reasonable charges, fees or prices as the Federation thinks fit for admission to or otherwise in respect of any such lectures, classes, debates, conferences, libraries, demonstrations or exhibitions as aforesaid or for the sale of any publications or material.	
(F) To borrow or raise money by means of sponsorship or otherwise for the Objects of the Federation on such terms and on such security as may be thought fit.	
(G) To take and accept any gift of money, property or other assets whether subject to any special trust or not for any one or more of the Objects of the Federation.	
(H) To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Federation in the shape of donations, subscriptions or otherwise.	
(I) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts.	
(J) To invest monies of the Federation not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.	
(K) To contribute by donation, subscription, guarantee or otherwise to any public, general, charitable or useful object whatsoever.	
(L) To procure the Federation to be registered or recognised in any country or place in any part of the world.	
(M) To engage and pay any persons, whether on a full time or part time basis or whether as consultant or employee, to supervise, organise, carry on the work	

of and advise the Federation.	
(N) Subject to the provisions of Clause 4 hereof to make any reasonable and necessary provisions for the payment of retirement and death benefits to or on behalf of employees or former employees and their wives and other dependants.	
(O) To promote or assist in promoting any company or companies in any part of the world and to subscribe shares therein or other securities thereof for the purpose of carrying on any business which the Federation is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Federation.	
(P) To amalgamate with any companies, institutions, societies or associations in any manner whatsoever.	
(Q) To insure with Lloyds Underwriters or any company or persons carrying on the business of insurance against losses, damages, risks and liabilities of all kinds which may affect the Federation.	
(R) To pay out of funds of the Federation the costs charges and expenses of and incidental to the formation and registration of the Federation, and any company promoted by the Federation, and also all costs and expenses of and incidental to the acquisition by the Federation of any property or assets and of and incidental to the accomplishment of all or any formalities which the Federation may think necessary or proper in connection with any of the matters aforesaid.	
(S) To do all such things as will further the attainment of the Objects of the Federation or any of them.	
4. The income and property of the Federation shall be applied solely towards the promotion of its Objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Federation. Provided that nothing herein shall prevent any payment in good faith by the Federation:	
4.1 Of reasonable and proper remuneration to any Member, officer or servant of the Federation for any services rendered to the Federation and of travelling expenses necessarily incurred in carrying out the duties of any Member, officer or servant of the Federation.	
4.2 Of interest on money lent by a Member of the Federation at a rate per annum not exceeding the minimum lending rate prescribed for the time being by the Bank of England.	
4.3 To any member of its Board of any out of pocket expenses.	
4.4 Of reasonable and proper rent for premises demised or let by any Member of the Federation.	
5. The liability of the Members is limited.	5
6. Every Member of the Federation undertakes to contribute to the assets of the Federation, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Federation contracted before he ceases to be a Member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves, such amount as may be	5.1

required not exceeding (50p) Fifty pence.	
7. If upon the winding-up or dissolution of the Federation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Federation, but shall be given or transferred to some other sporting institution or institutions having objects similar to the Objects of the Federation and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Federation under or by virtue of Clause 4 hereof, such institutions or institutions to be determined by the Members of the Federation at or before the time of dissolution, and if so far as effect cannot be given to such provisions, then to some other sporting object.	5.2
We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association.	
<u>NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS</u>	
John Clive Allen, Ian McMillan, Michael Forrest, David Whittaker.	
Dated this 16th Day of January 1982.	

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

**ARTICLES
OF
ASSOCIATION
OF
BRITISH ORIENTEERING FEDERATION LIMITED**

GENERAL

		New draft Article ref:
1. In these Articles of Association the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:		1
WORDS	MEANINGS	
The Act	The Companies Act 1948.	
The Statutes	The Act and every statutory modification or re-enactment thereof for the time being in force.	
These Articles	The Articles of Association and the regulations of the Federation from time to time in force.	
The Federation	The above-named Company.	
Constituent Associations	The Associations described in Article 44.1.	
The Board	The Board for the time being of the Federation.	
Director	Member of the Board.	
President	The President of the Federation.	
Vice-President	A Vice-President of the Federation.	
Chairman	The Chairman of the Federation.	
Vice-Chairman	The Vice-Chairman of the Federation.	
Treasurer	The Honorary Treasurer of the Federation.	
Officers	The Chairman, Vice-Chairman and Honorary Treasurer.	
Secretary	The Company Secretary of the British Orienteering Federation Limited.	
Members	Those Members described in Article 5(1).	
The Office	The registered office of the Federation.	
The Seal	The Common Seal of the Federation.	
The United Kingdom	Great Britain and Northern Ireland.	
Month	Calendar month.	

In Writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.	
And words importing the singular number only shall include the plural number, and vice versa.		
Words importing the masculine gender only shall include the feminine gender; and Words importing persons shall include corporations.		
Subject to the aforesaid, any words or expressions defined in the Statutes in force at the date on which these Articles become binding on the Federation shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.		
OBJECTS		
2.	The Federation is established for the purposes expressed in the Memorandum of Association.	3
MEMBERSHIP		30
3.	For the purposes of registration the number of Members of the Federation is declared to be unlimited.	
4.	The provisions of Section 110 of the Act or any statutory modification or re-enactment thereof shall be observed by the Federation, and every Member of the Federation (not having subscribed to the Memorandum and Articles of Association) shall submit a written application for membership in such form and containing such particulars as the Board may from time to time determine. The Board may in its absolute discretion accept or reject any person or body applying for membership.	
5.	5.1 The Members of the Federation shall be	
(i)	Senior, Junior or Family members of an affiliated club who have paid, <i>as and when required by the Federation</i> , the appropriate membership fee to the Federation for the current year.	51.2.1
(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.	51.2.2
(iii)	<i>Such other categories/classes of membership of the Federation as shall, from time to time, be approved by a General Meeting of the Federation.</i>	51.2.3
All Members shall be entitled, <i>subject to any restrictions laid down in Articles 5.1(i), 5.1(ii) and 5.1(iii)</i> , 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.		
5.2	Subject to Article 4 any individual of any nationality and any organisation within the United Kingdom that supports the objects of the Federation shall be eligible for admittance as a Member.	
5.3	The Secretary shall forthwith notify every candidate for membership that has been accepted by the Board that he has been admitted as a Member of the Federation.	29
5.4	Any person on agreeing to become or having been accepted as a Member of the Federation shall be deemed to have agreed to be bound by these Articles and the Memorandum of Association of the Federation whether or not he shall have signed a written statement to that effect.	31.1
6.	<u>6.1 In addition to its Members, the Federation shall recognise the following classes of groups and individuals:-</u>	

(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.	30.2.1
(ii) Affiliated Clubs, being Orienteering Clubs registered with the Federation as having paid the appropriate club affiliation fee for the current year.	30.2.2
(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.	Removed
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.	
6.3 All bodies listed in Article 6.1 shall be bound by the published policies of the Federation including, but not limited to, those relating to Child Welfare and Equality.	31.3
6.3.1 The Board shall have the power to impose penalties or sanctions on any body listed in Article 6.1 if that body does not after reasonable notice comply with such policies.	31.3.1
6.3.2 Such penalties or sanctions may include withdrawal of the right to enter Federation competitions, to have events or competitions publicised by the Federation, or to benefit from services developed by the Federation including, but not limited to, insurance, support from Development Officers, and participation in Conferences or courses.	31.3.2
6.3.3 Sanctions other than those listed in Article 6.3.2 may be imposed, where appropriate, at the Board's discretion.	31.3.3
7. (a) Members shall pay to the Federation such single or annual or other periodic subscriptions as the Federation may from time to time determine and accept such terms and conditions of membership or any changes therein and shall pay such other fees or sums in respect of the use of any of the facilities activities or services of the Federation as the Board and a General Meeting of the Federation may from time to time determine. Individual members being partners, or parents/guardians of young persons under 25 years of age on 31st December of the relevant membership year, and those said young persons, may pay a consolidated fee. The consolidated fee shall be the total of the individual senior and junior fees or the family fee whichever is the lesser.	31.4
(b) A Member may resign as a Member on giving written notice to the Secretary before December 31st (or such other date as may be determined by the Board) in any year. Failure to give such notice shall render such Member liable to pay the whole of the subscription due in respect of the class of membership concerned for the following year.	32.3
8. If a Member shall resign or fail to pay his subscription for three calendar months after the same is due he shall not be entitled to exercise any of the rights conferred on him by these Articles or the Statutes and the Board may resolve to erase his name from the Register of Members. If any such Member shall be requested to resign under Article 9 and shall not resign within one calendar month after notice of such request duly given, then and in any such case such Member shall cease to be a Member and his name shall be erased from the Register of Members. Provided nevertheless that the name of any Member so erased shall be restored on the vote of not less than three-fourths of the Members of the Federation present and voting in	32

General Meeting.	
9. The Board may at any time by notice in writing sent by prepaid post to his last known place of residence request a Member to withdraw from membership of the Federation, and the individual, body or organisation so requested to withdraw shall, subject to the provisions hereinafter contained, cease to be a Member. No such notice shall be sent except on a vote of the majority of all the Directors present and voting, which majority shall include three-fourths of the total number of the Directors for the time being.	32.2
Provided that the said notice shall specify a properly convened and constituted meeting of the Board at which the Member concerned may attend and be heard in his defence and provided also that the Member shall not be required to withdraw from membership unless a like vote of the Board is taken at the meeting at which he is entitled to attend after the Board has heard the Member if he does attend or in his absence if he does not attend without sufficient reason being given.	32.2
10. The rights and liabilities of Members shall not be transferable.	32.5
PRESIDENT, VICE-PRESIDENTS, DIRECTORS AND OFFICERS	
11. 11.1 (a) The Federation may from time to time and if thought fit appoint a President and Vice-Presidents. Such offices shall be honorary.	24.1
(b) The President (if any) shall be elected each year at the Annual General Meeting. Vice-Presidents (if any) shall be elected at the Annual General Meeting for such period or periods as may be determined.	
11.2 (a) The Directors of the Federation for the purposes of the Act shall be the members of the Board.	
(b) The Officers of the Federation shall consist of a Chairman, a Vice-Chairman and a Treasurer who shall be Directors and appointed annually at the first meeting of the Board after the Annual General Meeting. Such offices shall be honorary.	24
(c) In the event of a casual vacancy in respect of such offices, the Board may appoint another eligible person to act for an appropriate period.	21.2
BOARD	
12. The affairs of the Federation shall be managed by the Board in accordance with Article 32 and by the committees and sub-committees to the extent that such duties shall be delegated thereto by the Board in accordance with Article 40.	6.1
13. 13.1 The Board shall comprise nine Directors, three being elected by the members at each Annual General Meeting.	19.1.1
13.2 In addition, the Chief Executive for the time being of the Federation shall be a tenth Director. The provisions of Articles 13.3 to 13.9 and 13.11 shall not apply to the Chief Executive.	19.1.2
13.3 The usual term of office of a Director shall be approximately three years, namely until the third Annual General Meeting after his election. A Director shall assume office at the end of the Annual General Meeting at which he was elected, and shall remain in office until the end of the Annual General Meeting three years later.	20
However, a Director elected to fill a vacancy caused by a Director not serving his full term of office shall have a term of office of the period remaining (one or two years) of the original Director's term of office.	
13.4 No Director shall serve as such for more than three terms of office consecutively.	20
13.4.1 If a Director leaves office after an Annual General Meeting but on or before 31 December of that year, the Board may co-opt a replacement Director whose term of office will be until the next Annual General Meeting.	

13.4.2 Where a Director leaves office on or after 1 January but before that year's Annual General Meeting, and where that Director's term of office does not end at that year's Annual General Meeting, the Board may until 31 December in that year co-opt a replacement Director whose term of office will be until the Annual General Meeting in the succeeding year.	28.1
13.5 A Director who is co-opted shall be eligible to stand for election at the Annual General Meeting where he leaves office, provided the provisions of Articles 19 (c) and 13.4 are adhered to.	
13.6 The period served by a co-opted Director or of someone elected to fill the remainder of the term of office of a Director who leaves office shall count as a term of office for the purposes of Article 13.4, except where a co-opted Director is elected at the AGM where his term of co-opted office ends and he is elected to as partial term of one or two years, when the combined period will be counted as a term of office for the purposes of Article 13.4.	28.2
13.7 For a vacancy to be filled at an Annual General Meeting, it must, by 31 December of the preceding year, exist or be known to be arising as a result of there being a co-opted Director.	
13.8 Where a vacancy occurs in addition to those arising under Article 13.1, it shall be filled by the candidate polling most votes but who did not become elected under Article 13.1.	28.2
13.9 If two or more candidates secure the same number of votes, any equality that must be resolved will be decided by drawing lots.	
13.10 One half of the total voting strength of the Board shall form a quorum at a meeting of the Board.	
13.11 No person may be a Director unless he is a Member of the Federation.	
13.12 Where a vacancy is not filled at an AGM due to there being insufficient candidates, the Board may co-opt someone to fill the vacancy, and whose term of office will be until the next Annual General Meeting.	
14. The President and Vice-Presidents may attend Board meetings but shall have no vote.	
15. The Board shall subject to Section 21(5) of the Companies Act 1976 have power to appoint and from time to time remove the Secretary on such terms as the Board shall from time to time determine (and the provisions of Sections 177 and 179 of the Act shall apply to such office) and to appoint or dismiss such employees or consultants as it thinks fit and to determine the powers and duties of the Secretary and Treasurer.	26
GENERAL MEETINGS	
16. The Federation shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.	34.1
17. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.	
18. The Board may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 132 of the Act and on requisition by the executive committee of at least three Constituent Associations. Such requisitions shall state in the form of a motion signed by two Members the resolution to be discussed.	34.3

19. (a) 70 days' notice in writing at the least of the place the day and the hour of every General Meeting of the Federation (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) shall be given in the manner hereinafter mentioned (although such notice may be incorporated in any official publication of the Federation) to such persons including the Auditors as are under these Articles or under the Statutes entitled to receive such notices from the Federation.	33.1
(b) All resolutions to be submitted to a General Meeting of the Federation 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 resolution. A supporting statement from the proposer may accompany the proposal as may a statement from the current Officers of the Federation	34.4
(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:	34.5
(i) on paper, being signed by two voting members of the Federation as proposer and seconder of the nomination;	34.5
(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.	47
Pen Portraits of candidates proposed for election at a General Meeting may be submitted and if so submitted shall accompany the hereinafter mentioned agenda provided that they are received by the Secretary at least 40 clear days before the date of the General Meeting, and provided that each contains no more than 150 words.	
(d) The agenda, resolutions duly proposed for consideration and nominations of candidates proposed for election at a General Meeting shall be despatched to such persons aforesaid at least 21 clear days before the General Meeting.	
(e) With the consent of all the Members having the right to attend and vote at a General Meeting or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings a meeting may be convened by such notice as those Members may think fit.	
20. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding held, at any meeting.	
PROCEEDINGS AT GENERAL MEETINGS	
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.	Company Act
(b) At all General Meetings only the business notified in the agenda accompanying the notice shall be transacted. Amendments must be kept within the terms of the motion and the chairman of the meeting shall have the power to refuse any amendment which substantially alters the intention of the motion.	
(c) Notwithstanding sub-clause (b) hereof, nominations for any post for which no valid nomination has been received in advance of the General Meeting, and proposals for membership fees, may be made from the floor and voted on at an Annual General Meeting.	
(d) Proposals other than those of sub-clause (c) hereof may be made from the floor at a General Meeting and the chairman of the meeting may take a vote on such a	

proposal amongst those voting members present at the General Meeting, but such a vote shall not be binding on the Board, neither shall it be considered as, nor shall it be deemed to be, a resolution of the Federation.	
22. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 50 members personally present shall be a quorum.	36
23. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members or the executive committees of Constituent Associations, shall be dissolved. In any other case it shall stand adjourned until a time and place to be agreed by the Board.	39.1
24. The Chairman or in his absence the Vice-Chairman shall preside as Chairman at every General Meeting, but if neither the Chairman or the Vice-Chairman is present within fifteen minutes after the time appointed for holding the same, or if neither the Chairman nor the Vice-Chairman shall be willing to preside, the Members present shall choose some Director, or if no such Director be present, or if all the Directors present decline to take the chair, the Members present shall choose some Member eligible to be a Director who shall be present to preside provided he agrees.	37
25. The chairman of the Meeting may, with the consent of any such meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting.	39
Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.	
VOTING AT GENERAL MEETINGS	
26. At any General Meeting, the election of Directors and Honorary members, except where no valid nomination has been received for a particular post, shall be decided by a poll and by votes at the General Meeting. A resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded. Unless a poll is taken, the declaration by the chairman of the Meeting of the result of a show of hands shall be final. In the case of an equality of votes whether on a show of hands or on a poll the chairman of the Meeting shall be entitled to a second and casting vote.	40
27. A poll may be demanded by the chairman of the Meeting or by at least three Members present in person or by proxy. A demand for a poll may be withdrawn.	40.2
28. A poll on any question shall be taken forthwith. Any other business on the agenda may be proceeded with whilst awaiting the result of a poll, provided that the business does not bear any relation to the subject of the poll. The procedure for taking a poll shall be decided by the Chairman of the Meeting at which the poll is demanded.	40.2
29. Members who will, by 31 st 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.	51.3

<p>30. A Member shall be entitled to appoint another Member as his proxy to speak and vote for him at a General Meeting. A proxy shall not be entitled to vote except on a poll. The instrument of proxy shall be in the following terms or similar:</p> <p>“I/WE.....</p> <p>hereby appoint the chairman of the Meeting or, failing him</p> <p>.....</p> <p>to be my/our proxy to vote and speak for me/us at the Annual/Extraordinary General Meeting of the Federation to be held on</p> <p>..... at</p> <p>and at any adjournment thereof.”</p> <p>The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.</p> <p>A person appointing and entitled to appoint a proxy may add specific instructions as to how the proxy shall vote on named motions appearing on the agenda and in respect of the election of Directors under Article 13(1)(c), and Honorary Members, and if he desires a person other than the chairman of the Meeting to be the proxy he may strike out the words “chairman of the Meeting or failing him” and insert the proxy’s name. The instrument of proxy must be lodged with the Secretary at least four clear days before the General Meeting.</p>	44
<p>31. No Member shall be entitled to vote in a poll, or to speak or vote either in person or by or as a proxy at a General Meeting unless all money due to the Federation by him at the time has been paid.</p>	51.3.2
<p>POWERS OF THE BOARD</p>	
<p>32. The business of the Federation shall be managed by the Board who may pay all such expenses of the preliminary and incidental to the promotion formation establishment and registration of the Federation as it thinks fit and may exercise all such powers of the Federation and do on behalf of the Federation all such acts as may be exercised and done by the Federation in addition to those hereby specifically conferred on the Board and as are not by the Statutes or by these Articles required to be exercised or done by the Federation in General Meeting.</p>	6.1 6.2
<p>33. The Directors for the time being may act notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Federation, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.</p>	
<p>34. The Board shall have the power to fix a levy on all or any entry fees received by Constituent Associations, Affiliated Clubs or Affiliated Groups from all or any orienteering events where an entry fee is charged.</p>	3.1.5
<p>35. The Board shall have power (with the approval or ratification of the Federation in General Meeting) from time to time to enact and alter or repeal Rules of Competition and Bye-Laws (which shall not form part of these Articles) regulating orienteering competitions and meetings held or organised by the Federation or covering any other aspect of orienteering;</p> <p>Provided that no Rule or Bye-Law shall have any operation, validity or effect which would amount to such an addition to or alteration of these Articles as could only legally be made by Special Resolution with so far as may be necessary the approval of the Department of Trade.</p>	Company Act
<p>SEAL</p>	Removed

<p>36. The Board shall provide for the safe custody of the Seal and the Seal shall not be affixed to any deed or document except by the authority of a resolution of the Board and in the presence of two of the Directors who shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Federation such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.</p>	
<p>DISQUALIFICATION OF DIRECTORS</p>	
<p>37. 37.1 The office of a Director shall be vacated:</p> <p>(A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.</p> <p>(B) If he becomes of unsound mind.</p> <p>(C) If he ceases to be a Member of the Federation.</p> <p>(D) If by notice in writing to the Federation he resigns his office.</p> <p>(E) If he becomes prohibited from holding office by reason of any Court order made under the Companies Acts 1948-1980.</p> <p>(F) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.</p>	<p>21</p>
<p>37.2 Section 185 of the Act shall not apply.</p>	
<p>PROCEEDINGS OF THE BOARD</p>	
<p>38. The Board may meet together for the dispatch of business, adjourn and otherwise regulate by standing orders or in any other way its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.</p>	
<p>39. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Federation for the time being vested in the Board generally.</p>	<p>6.1</p>
<p>40. 40.1 The Board may establish committees and sub-committees and shall determine the membership of any committees or sub-committees so established. A sub-committee shall be responsible to the Board through its parent committee for the responsibilities delegated to it.</p>	<p>8</p>
<p>40.2 The Board may delegate any of its powers to committees or sub-committees but it shall review any delegation of its powers within a period not exceeding five years.</p>	<p>7</p>
<p>40.3 The Board shall have the power to appoint working parties or individuals to investigate particular problems or organise specific events or administer particular activities, but these working parties shall in no sense be regarded as committees and any such individual shall in no sense be regarded as a Director simply as a result of such appointment.</p>	<p>8.4</p>
<p>40.4 Any committee or sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee or sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. All acts or proceedings of committees or sub-committees shall be reported in due course to the Board.</p>	<p>8.2</p>
<p>41. All acts bona fide done by any meeting of the Board or of any committee or sub-committee of the Board, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the</p>	<p>18.2</p>

appointment or continuance in office of any Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director.	
42. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Federation and of the Board and of committees and sub-committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.	17
43. A resolution in writing signed by all the Directors for the time being or by all the members for the time being of any committee or sub-committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee or sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee or sub-committee duly convened and constituted.	7.1
CONSTITUENT ASSOCIATIONS	
44. 44.1 The Constituent Associations shall be the National Associations: (A) The Northern Ireland Orienteering Association. (B) The Scottish Orienteering Association (C) The Welsh Orienteering Association. (D) Each of the nine Regional Associations of England which are:- (a) South West Orienteering Association (b) South Central Orienteering Association (c) South East Orienteering Association (d) East Anglian Orienteering Association (e) East Midlands Orienteering Association (f) West Midland Orienteering Association (g) North West Orienteering Association (h) Yorkshire and Humberside Orienteering Association (i) North East Orienteering Association (E) British Schools Orienteering Association or any other body (i) deemed by the Board to be a legitimate successor to a Constituent Association. (ii) to whom all the assets and functions of the predecessor Constituent Association have been legally transferred. (iii) which complies with article 44.3 below.	30.2.1
44.2 Adjustments to the boundaries of the nine Regional Associations of England may be made if so approved by the appropriate Regional Associations and by the Board.	Removed
44.3 Each Constituent Association shall submit its Constitution or Memorandum of Association to the Board before its representatives are entitled to vote in the committees of the Federation. The Board will approve the Constitution or Memorandum of Association provided that its objectives do not conflict with those of the British Orienteering Federation. Any amendments that may be made from time to time shall also be submitted to the Board.	

ACCOUNTS		
45. The Board shall cause accounting records of the Federation to be kept in accordance with Section 12 of the Companies Act 1976 (or as the same may be hereinafter amended or altered).	Company Act	
46. Accounting records shall be kept at the Office or, subject to Section 12(6) and (7) of the Companies Act 1976, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Directors.	Company Act	
47. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Federation or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Federation except as conferred by the Statutes or authorised by the Board or by the Federation in General Meeting.		48
48. At the General Meeting in every year the Board shall lay before the Federation a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up as at the same date.		34.2.1
Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting, subject nevertheless to the provisions of Section 158(1)(c) of the Act, be sent to the Auditors, be made available on the Federation's website and, on request, sent to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 14 of the Companies Act 1967.		
AUDIT		
49. Once at least in every year the accounts of the Federation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.	Company Act	
50. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act, Section 14 of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976, the Officers being treated as the Directors mentioned in those provisions.		34.2.3
NOTICES		
51. A notice may be served by the Federation upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the Register of Members.		47
52. Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Federation an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such an address, but, save as aforesaid and as provided by the Act, only those Members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Federation.		47.5
53. Any notice, if served by post, shall be deemed to have been served on the fourth day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the		47.6

notice was properly addressed and put into the post office as a prepaid letter.	
DISSOLUTION	
54. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Federation shall have effect as if the provisions thereof were repeated in these Articles.	52
INDEMNITY	
55. Subject to the provisions of the Act, these Articles and the Memorandum of Association of the Federation, every Director shall be entitled to be indemnified against costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his responsibilities relating to the Federation.	49
BRITISH ORIENTEERING FEDERATION	
BYE-LAWS	Removed
1. No member of the Federation, no member of an association, club or other body affiliated to the Federation, and no participant in or guest at any activity organised by the Federation or by an association, club or other affiliated body, shall act in any way that brings, or is likely to bring, the Federation or the sport of orienteering into disrepute.	
PROCEDURE FOR DEALING WITH CONTRAVENTIONS OF BYE-LAW 1	Replaced by Complaints & Grievances Policy & Procedures
1. The word 'misconduct' will be used in this account of procedure to denote a contravention of Bye-Law 1. The word 'complaint' denotes an allegation of misconduct satisfying the conditions in clause 3 below. An 'independent person' denotes someone who may be a member of the Federation, but has no previous interest or involvement in the matter in question. An 'independent body' denotes an organisation that is not affiliated in any way to the Federation.	
2. Allegations of misconduct must refer to specific actions whose occurrence can be established beyond reasonable doubt. Contraventions of the rules of competition (the Federation's Rules and Guidelines) will not normally be dealt with under Bye-Law 1, unless it is so specified in the rules of competition. Allegations of misconduct by a Federation employee will normally be dealt with under the Federation's disciplinary procedures.	

<p>3. An allegation of misconduct must:</p> <ul style="list-style-type: none"> i) be submitted in writing ii) name the person accused iii) cite one or more specific acts alleged to comprise the misconduct iv) be signed by the complainant <p>The allegation may include an account of the circumstances under which the misconduct occurred but should not include any facts which seem unlikely to be verified.</p>	
<p>4. The Federation's Chief Executive shall investigate any such complaint to determine whether there is a case to answer, and shall report the evidence and his decision to the Federation Chairman. If the Chief Executive determines that there is a case to answer, the Chairman shall appoint a panel to hear the complaint. If the Chief Executive determines that there is not a case to answer, the Chairman shall either reject the complaint or, following a review of the evidence, appoint a panel to hear the complaint. The Chairman shall report the outcome to the complainant.</p>	
<p>5. A panel to hear a complaint shall be appointed by the Federation Chairman with the advice of the Board. It shall consist of three independent persons, one of whom shall be appointed chairman of the panel. The appointment and membership of the panel shall be notified to the next meeting of the Board.</p>	
<p>6. The panel shall hold a hearing as soon as practicable. The complainant and the person accused of misconduct shall be given at least two weeks notice of the date and place of the hearing and shall be invited to attend and/or submit written statements. The person accused shall be entitled to be represented at the hearing, including legal representation, and to present evidence and call witnesses. The panel shall have the power to invite other persons to attend the hearing or submit written statements. All written statements shall be made available to the complainant and to the person accused. The hearing may be adjourned by the chairman to allow time to study documents, seek further information or call witnesses, but no one adjournment shall be for more than two weeks. An adjournment may be requested by either side, but shall be at the discretion of the chairman of the panel.</p>	
<p>7. The panel shall determine whether the alleged conduct did take place and, if so, whether it was an act of misconduct. An offence under Bye-Law 1 must be proved beyond reasonable doubt. The burden of proof shall be with those making the complaint.</p>	
<p>8. If the panel determines that Bye-Law 1 has been contravened the panel shall also determine a penalty, which may be:</p> <ul style="list-style-type: none"> a warning disqualification from one or more events at or following the time at which the offence occurred a ban on attending or participating in events and/or other activities organised by the Federation or by an association, club or other affiliated body loss of BOF membership <p>A ban or loss of membership shall be for a stated period from one month up to and including life.</p>	31.3
<p>9. The panel shall give written reasons for its decisions, and shall report its decisions, the reasons and any penalty to the complainant, the person accused, and the Board. The person accused will have the right to appeal against the panel's decision. An appeal shall be submitted in writing within two weeks of the panel's</p>	

decision, and should include the grounds of the appeal.	
10. An appeal will normally be heard by a panel of three persons including a chairman appointed by an independent body such as the Sports Dispute Resolution Panel but may be heard by a panel of three independent persons including a chairman selected by mutual agreement between the appellant and the Federation Chairman.	Appeal Policy & Procedures
11 The appeal panel shall hold a hearing as soon as practicable. The appellant and the Federation shall be given at least two weeks notice of the date and place of the hearing, and shall be invited to attend and/or submit written statements. The person accused and the Federation shall be entitled to be represented at the hearing, including legal representation, and to present evidence and call witnesses. The panel shall have the power to invite other persons to attend the hearing or submit written statements. All written statements shall be made available to the appellant and to the Federation. The hearing may be adjourned by the chairman to allow time to study documents, seek further information or call witnesses, but no one adjournment shall be for more than two weeks. An adjournment may be requested by either side, but shall be at the discretion of the chairman of the panel.	
10. The appeal panel shall have the power to revoke or modify the decision and penalty determined by the panel that heard the complaint. The appeal panel shall give written reasons for its decisions, and shall report its decisions and the reasons to the appellant and to the Federation. The burden of proof at an appeal hearing shall lie with the appellant. The appeal panel's decision shall be final.	