

**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

1. The name of the Company (hereinafter called "the Federation") is the British Orienteering Federation Limited.
2. The registered office of the Federation shall be situated in England.
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:

- (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.
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 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.

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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

John Clive Allen, Ian McMillan, Michael Forrest, David Whittaker.

Dated this 16th Day of January 1982.

COMPANY LIMITED BY GUARANTEE
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**ARTICLES
OF
ASSOCIATION
OF
BRITISH ORIENTEERING FEDERATION LIMITED**

GENERAL

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:

| 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.

MEMBERSHIP

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, *as and when required by the Federation*, the appropriate membership fee to the Federation for the current year.

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

(iii) *Such other categories/classes of membership of the Federation as shall, from time to time, be approved by a General Meeting of the Federation.*

All Members shall be entitled, *subject to any restrictions laid down in Articles 5.1(i), 5.1(ii) and 5.1(iii)*, to exercise all the rights and shall be subject to all the liabilities conferred by the Statutes or these Articles or the Memorandum of Association of the Federation.

- 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.
- 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.

6. 6.1 In addition to its Members, the Federation shall recognise the following classes of groups and individuals:-
- (i) Constituent Associations, being the self-governing National, Regional and Other Associations which are recognised by the Federation, and which are listed in Article 44.
 - (ii) Affiliated Clubs, being Orienteering Clubs registered with the Federation as having paid the appropriate club affiliation fee for the current year.
 - (iii) Associates, being individuals, organisations or groups registered with the Federation as having paid an appropriate fee for the current year but having neither voting rights nor guarantor responsibilities under the terms of Clauses 4 to 7 inclusive of the Memorandum of Association. Such Associates have in the past been known as Associate Members.
- 6.2 Except in so far as they qualify under terms of Article 5, groups and individuals listed in Article 6.1 shall not be entitled to exercise the rights, or be subject to the liabilities, conferred by the Statutes or these Articles or the Memorandum of Association of the Federation.
- 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.
- 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.
 - 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.
 - 6.3.3 Sanctions other than those listed in Article 6.3.2 may be imposed, where appropriate, at the Board's discretion.
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.
- (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.
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 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.

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.

10. The rights and liabilities of Members shall not be transferable.

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.
- (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.
- (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.

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.
13. 13.1 The Board shall comprise nine Directors, three being elected by the members at each Annual General Meeting.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.

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.
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.
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.
- (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
- (c) Nominations in respect of all candidates proposed for election shall, in order to be valid, be received by the Secretary at least 50 clear days before the date of the General Meeting. Such nominations may be submitted in either of the following ways:
- (i) on paper, being signed by two voting members of the Federation as proposer and seconder of the nomination;
- (ii) by electronic mail (e-mail) supported by e-mails from two voting members of the Federation as proposer and seconder of the nomination. Should e-mail be used, the Secretary shall send requests for confirmation to candidate, proposer and seconder at their e-mail addresses as previously known to British Orienteering, and shall deem the nomination void should such email confirmation not be forthcoming from all three persons within 7 days.
- 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.

- (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.
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.
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.
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.
- 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.
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.
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.

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

“I/WE.....

hereby appoint the chairman of the Meeting or, failing him

.....

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

..... at

and at any adjournment thereof.”

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

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.

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.

POWERS OF THE BOARD

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.
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.
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.
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;

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.

SEAL

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.

DISQUALIFICATION OF DIRECTORS

37. 37.1 The office of a Director shall be vacated:
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - (B) If he becomes of unsound mind.
 - (C) If he ceases to be a Member of the Federation.
 - (D) If by notice in writing to the Federation he resigns his office.
 - (E) If he becomes prohibited from holding office by reason of any Court order made under the Companies Acts 1948-1980.
 - (F) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.
- 37.2 Section 185 of the Act shall not apply.

PROCEEDINGS OF THE BOARD

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.
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.
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.
- 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.
- 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.
- 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.

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 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.
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.

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.
- 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.

- 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).
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.
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. 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.

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.
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.

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.
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.
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 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.

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.

BRITISH ORIENTEERING FEDERATION**BYE-LAWS**

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

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.

3. An allegation of misconduct must:

- 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

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.

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.
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.

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.
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.
8. If the panel determines that Bye-Law 1 has been contravened the panel shall also determine a penalty, which may be:
 - 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 membershipA ban or loss of membership shall be for a stated period from one month up to and including life.
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 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.
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.