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

DRAFT for consideration prior to the AGM
April 2012

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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

1. Defined terms

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;
"Appointments Panel"	means the appointment panel for the Company established by the Board;
"Articles"	means these articles of association, as may be amended from time to time;
"bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales

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

	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;
"Chair"	means the chair of the Company as appointed by the Board in accordance with Article 24, the appointee chairs Company meetings;
"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);
"Chief Executive"	means the person appointed as chief executive in accordance with Article 25;
"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;
"Club"	means those clubs affiliated to the Company under Article 30.2.2 a;
"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;
"Company Rules"	means the rules, of the Company made by the Company in general meeting, as amended from time to time;
"Constituent Associations"	the self-governing National, Regional and Other Associations which are recognised by the Company and named within the Company Rules in Article 51.6
"Co-opted Director"	means a director appointed in accordance with Article 28.1;
"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 ² 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 meeting of the Company to which voting members are invited;
"hard copy form"	has the meaning given in Section 1168 of the 2006 Act;
"independent director"	a member of a board of directors who is an outsider, meaning he is not an employee or a member of the Company
"members"	means the Voting Members and Non-Voting Members together;
"non-executive director"	a member of a board of directors who is not an employee of the Company
"Non-Voting Members"	means all members of the 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;
"the Office"	means the registered office of the Company;
"ordinary resolution"	has the meaning given in Section 282 ³ of the 2006 Act;
"participate"	in relation to a directors' meeting, has the meaning given in Article 12;
"Policies"	means the statement of intent or a commitment of the Company made by the Board in accordance with Article 18.2 and amended from time to time;
"President"	means the person elected from time to time as President under Article 34.2;
"proxy notice"	has the meaning given in Article 44;

² Section 1168 refers to Documents or information sent as hard copy or in electronic form

³ Section 282 refers to Ordinary Resolutions, that is those passed by a simple majority

"Regulations"	means the administrative legislation that constitutes or constrains rights and allocates responsibilities of the Company made by the Board in accordance with Article 18.2 and amended from time to time;
"Secretary"	means the person appointed from 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;
"special resolution"	has the meaning given in Section 283 ⁴ of the 2006 Act;
"the Sport"	means orienteering;
"subsidiary"	has the meaning given in Section 1159 ⁵ of the 2006 Act;
"Territory"	means the United Kingdom of Great Britain and Northern Ireland;
"Treasurer"	means the person appointed from time to time as the treasurer under Article 24
"Vice-President(s)"	means the person(s) elected from time to time as Vice-President(s) under Article 34.2;
"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.

⁴ Special resolutions

⁵ Meaning of "subsidiary" etc

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 20⁶ 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. Name and Registered Office

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. Objects

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;

3.1.2 to act as the representative member of the sport 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 The Rules of the Sport for persons participating in the Sport in the Territory (including rules against doping in the Sport) from time to time;

⁶ Default application of model articles

- 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. Powers

- 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, sub-committee member, working parties, individuals with specific tasks, or staff 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. Liability of members

- 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.
- 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. Directors' general authority

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.

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.

7. Directors may delegate

7.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:

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. Committees

8.1 The Board may establish committees and sub-committees and shall:

(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;

(b) delegate any of the powers of the Board to committees or sub-committees but the Board shall review any delegation of its powers within a period not exceeding five years.

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.

8.3 The Board may make regulations or procedures for all or any committees, to ensure such committees operate in a way which is compliant with these Articles.

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.

DECISION-MAKING BY DIRECTORS

9. Directors to take decisions collectively

9.1 Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 10.

10. Unanimous decisions

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. Calling a meeting of the Board

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. Participation in meetings of the Board

- 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 with others directors any information or opinions they have and hear the information and opinions of other directors 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. Composition of the Board and Quorum

- 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 27.5; or
- 13.4.2 to admit Voting Members to the Company.

14. Chairing of meetings of the Board

- 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. Casting vote

- 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. Conflicts of interest

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 175⁷ of the 2006 Act notwithstanding such interest;

16.2.2 the director need not declare an interest pursuant to Section 177⁸ or 182⁹ 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.

⁷ Duty [of Directors] to avoid conflict of interest

⁸ Duty to declare interest in proposed transaction or arrangement

⁹ Declaration of interest in existing transaction or arrangement

- 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 chair of the meeting whose ruling in relation to any director other than himself is to be final and conclusive.
- 16.6 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.
- 16.7 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.
- 16.8 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.
- 16.9 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.

17. Records of decisions to be kept

- 17.1 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 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. Directors' ability to make further Company Rules

- 18.1 The Board may from time to time propose variations to, revocations of and new Company Rules including (without limitation) Company 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 and affiliation fees to be paid by the different categories of member;
 - 18.1.4 Setting the level of levies to be paid by organisers of orienteering events.

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 and vulnerable adult 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. Methods of appointing directors

- 19.1 The members of the Board shall be:
- 19.1.1 up to nine Elected Directors; and
 - 19.1.2 the Chief Executive.
- 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.

20. Elected Directors

- 20.1 Each Elected Director shall serve for a three-year term from the end of 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.

21. Termination of director's appointment

21.1 Without prejudice to the provisions of Section 168¹⁰ of the 2006 Act, a person shall cease to be a director of the Company as soon as:

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;

21.1.2 a bankruptcy order is made against that person;

21.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

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;

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;

21.1.6 unless the Board resolves otherwise, that person shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the Board;

21.1.7 that person is requested to resign by all the other members of the Board acting together;

¹⁰ Resolution to remove director

21.1.8 if, being an Elected Director, that person ceases to be a member; or

21.1.9 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 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. Directors' remuneration

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 for services reasonably expected from 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. Directors' expenses

23.1 The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

23.1.1 meetings of the Board or committees of the Board; or

23.1.2 general meetings; or

23.1.3 otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

24. Office Holders, i.e. Chair, Vice Chair and Treasurer

- 24.1 The Board will appoint a director to be each of the office holders, Chair, Vice-Chair and Treasurer, on such terms and for such period as they think fit and may delegate to each office holder 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.
- 24.2 The office holder shall have such rights and privileges as the Board shall from time to time prescribe.
- 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.

25. Chief Executive

- 25.1 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.

26. Company Secretary

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.

27. Elections

- 27.1 Subject to Article 51.3, any Voting Member may nominate another Voting Member to be an Elected Director.

- 27.2 Elected Director nominations 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:
- 27.2.1 on paper, being signed by two Voting Members of the Company as proposer and seconder of the nomination;
 - 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 notified to the Secretary, and shall deem the nomination void should confirmation not be forthcoming from all three persons within seven days.
 - 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.
- 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 general meeting.
- 27.4 If there are less candidates than there are vacancies for a post, those candidates shall be declared elected unopposed and any unfilled post will be treated as a Casual Vacancy as specified under Article 28.3.
- 27.5 Where a vacancy occurs in addition to those arising under Article 20, it shall be filled by the candidate polling most votes but who did not become elected under Article 20.

27.6 If two or more candidates secure the same number of votes, any equality that must be resolved will be decided by drawing lots.

28. Casual Vacancies

28.1 A casual vacancy arising among the offices of Chair, Vice Chair or Treasurer, shall be filled by the Board as a director as in Article 24.1.

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.

28.3 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 end of the next annual general meeting.

28.4 If a director who has left office would have had one or two years remaining on his term of office at the annual general meeting after he left office, the person elected to fill the vacancy shall hold office until such time as the person he replaced was due to retire but shall be eligible for re-election in accordance with these Articles.

28.5 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 Article 27 are adhered to.

28.6 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 or a director resigning at the annual general meeting.

28.7 The period served by a co-opted director or a person 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 annual

general meeting 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.

PART 3 MEMBERS

BECOMING AND CEASING TO BE A MEMBER

29. Applications for membership

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.

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 The Company in general meeting may from time to time fix the levels of annual subscriptions or affiliation fees to be paid by the different categories of members.

30. Categories of Membership

30.1 The categories of membership are specified within the Company Rules in Article 51.

30.2 In addition to its members, the Company shall recognise the following classes of groups and individuals:

30.2.1 Constituent Associations, named within the Company Rules in Article 51.6.

30.2.2 Affiliated Clubs, being Orienteering Clubs registered with the Company as having paid the appropriate club affiliation fee for the current year.

31. Conditions of membership

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.

31.2 All members shall be subject to the Rules.

31.3 All bodies listed in Article 30 shall be required to comply with the published policies of the Company including, but not limited to, those relating to Child Welfare and Equality.

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.

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.

31.3.3 Sanctions other than those listed in Article 31.3.2 may be imposed, where appropriate, at the Board's discretion.

31.4 Each member shall pay any annual subscription set by the Company at general meeting under Article 29.4. Any member whose subscription is more than three

months in arrears shall be deemed to have resigned his membership of the Company unless the Board decides otherwise.

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.

32. Termination of membership

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.

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 fourteen 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 or sub-committee 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 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.

- 32.3 A member may withdraw from membership of the Company by giving seven clear days' notice to the Company in writing.
- 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 Company Rules or Regulations.
- 32.5 Membership is not transferable.
- 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. Notice of and Calling General Meetings

- 33.1 General meetings must be called giving at least seventy clear days' written notice.
- 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 must be called on a written request to the Board from at least 5% of the voting members or must be called on requisition by the executive committee of at least three Constituent Associations.
 - 33.2.1 The current 5% figure of the number of members is available on application to the Office and remains valid for one calendar month of it being advised.
- 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. Annual General Meetings

- 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.
- 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;
 - 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;
 - 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.
- 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 general meeting and shall be authenticated by two voting members of the Company as proposer and seconder of the resolution, or submitted by the Board which resolution does not require a seconder. A supporting statement from the proposer may accompany the proposal as may a statement from the current Board of the Company if not the proposer.

34.5 Nominations in respect of the President and Vice-President(s) proposed for election shall, be received by the Secretary at least fifty clear days before the date of the annual general meeting and shall be authenticated by two voting members of the Company as proposer and seconder of the nomination or be submitted by the Board.

35. Attendance and speaking at general meetings

35.1 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.

35.2 A person is able to exercise the right to vote at a general meeting when:

35.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting: and

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.

35.3 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.

35.4 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.

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, hear and vote at that meeting, they are (or would be) able to exercise them.

36. Quorum for general meetings

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.

36.2 Subject to Article 39.6, fifty voting members present in person shall be a quorum.

37. Chairing general meetings

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".

38. Attendance and speaking by directors and non-members

38.1 Directors may attend and speak at general meetings.

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.

39. Adjournment

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.

39.2 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

- 39.2.1 the meeting consents to an adjournment, or
- 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 to ensure that the business of the meeting is conducted in an orderly manner.
- 39.3 The chair of the meeting must adjourn a general meeting if directed to do so by the majority of Voting Members attending the meeting.
- 39.4 When adjourning a general meeting, the chair of the meeting must:
 - 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
 - 39.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 39.5 If the continuation of an adjourned meeting is to take place more than thirty 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. Voting: general

40.1 Every Voting Member shall be entitled to receive notice of, attend general meetings and cast one vote.

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. For avoidance of doubt, explicit or implicit abstentions are not counted as votes cast.

40.3 Every Voting Member is entitled to send one representative to general meetings and only that representative shall have a vote.

41. Errors and disputes

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.

41.2 Any such objection must be referred to the chair of the meeting whose decision is final.

42. Poll votes

42.1 A poll on a resolution may be demanded:

42.1.1 in advance of the general meeting where it is to be put to the vote, or

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.

42.2 A poll may be demanded by:

42.2.1 the chair of the meeting;

42.2.2 the Board; or

42.2.3 three or more Voting Members present in person or proxy having the right to vote on the resolution.

42.3 A demand for a poll may be withdrawn if:

42.3.1 the poll has not yet been taken, and

42.3.2 the chair of the meeting consents to the withdrawal.

42.4 Polls shall be taken as the chair of the meeting 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. Ballot

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. Content of proxy notices

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 Voting Member appointing the 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 Voting 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. Delivery of proxy notices

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 forty-eight hours prior to the meeting, 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 forty-eight hours prior to the meeting to the Office or to the chair of the meeting 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 behalf of the appointer.

46. Amendments to resolutions

- 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. Means of communication to be used

- 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.
- 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 or by giving notice using electronic communications to an address for the time being notified to the Company by the member.
- 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 forty-eight hours.
- 47.5 Any Voting Member described in the register of members by an address not within the Territory , shall be entitled to have notices served upon him at a specified address within the Territory, or an address to which notices may be sent using electronic communications.
- 47.6 Any notice, if served by post, shall be deemed to have been served on the third 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.

48. No right to inspect accounts and other records

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.

DIRECTORS' INDEMNITY AND INSURANCE

49. Indemnity

- 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)¹¹ 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. Insurance

50.1 The Board may decide to purchase and maintain insurance, at the 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;

¹¹ Qualifying pension scheme indemnity provision

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. Company Rules

51.1 Only the Voting Members in general meeting may from time to time make, vary and revoke Company Rules:

51.2 The Membership of the Company shall be:

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 Company 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 31st December of the year in which the vote is to be exercised, have attained the age of eighteen years, and

51.3.2 Those members who are not in default on payment of annual subscription to the Company.

51.4 Such Voting Members shall have one vote.

51.5 All other members shall have no vote.

51.6 Constituent Associations of the Company shall be the National Associations:

Northern Ireland Orienteering Association

Scottish Orienteering Association

Welsh Orienteering Association,

Each of the nine Regional Associations of England which are:

East Anglian Orienteering Association

East Midlands Orienteering Association

North East Orienteering Association

North West Orienteering Association

South Central Orienteering Association

South East Orienteering Association

South West Orienteering Association

West Midland Orienteering Association

Yorkshire and Humberside Orienteering Association, and

British Schools Orienteering Association

51.6.1 Any other body may become a Constituent Association provided it is deemed by the Board to be a legitimate successor to a Constituent Association and all the assets and functions of the predecessor Constituent Association have been legally transferred to it.

51.6.2 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.

51.6.3 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 Company. The Board will approve the Constitution or Memorandum of Association provided that its objectives do not conflict with those of the Company. Any amendments that may be made from time to time shall also be submitted to the Board.

51.7 The creation, variation and revocation of the Company Rules will only be passed by a vote of a simple majority at a general meeting.

51.8 Company Rules made pursuant to Article 51.1 must be compliant with the Companies Acts and these Articles in order to be valid.

52. Dissolution

52.1 If upon the winding-up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever:

52.1.1 the same shall not be paid to or distributed among the Voting Members of the Company;

52.1.2 the same shall be given or transferred to some other sporting institution or institutions having objects similar to the Objects of the Company 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 Company under or by virtue of Article 4.2, such institutions or institutions to be determined by the Members of the Company at or before the time of dissolution;

52.1.3 If so far as effect cannot be given to such provisions, then the same shall be given to some other sporting object to be determined by the Members of the Company at or before the time of dissolution.

Annex 1 – Form of Wording for Resolution

SPECIAL RESOLUTION

1. IT WAS RESOLVED THAT the Company adopt as its Articles of Association, the Articles attached hereto and initialled by the Chair on every page.
2. IT WAS NOTED that:
 - 2.1 all provisions of the Company's Memorandum as to its objects and the distribution of assets are deleted;
 - 2.2 new provisions as to the Company's objects and distribution of assets are now adopted in Articles 3 and 52;
 - 2.2 the Chair had a casting vote at general meetings prior to and including the 2012 Annual General Meeting, but this right is no longer retained.