

BRITISH ORIENTEERING FEDERATION LIMITED

Registered in England & Wales No.1606472

42nd ANNUAL GENERAL MEETING

SATURDAY, 16th September 2023 at 15:00

At

Decathlon

9 Maritime St,
London
SE16 7FU

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2023 AGENDA

The 42nd Annual General Meeting of British Orienteering Federation Limited will be held at 15:00 on Saturday, 16th September 2023 at **Decathlon**, 9 Maritime St, London SE16 7FU

The AGM is called for the transaction of the following business:

1. Apologies for absence
2. To receive the Minutes of the Annual General Meeting of 11th June 2022.
3. Chair's Report
4. Treasurer's Report
 - 4.1. To receive from the Board the Company's accounts
5. Chief Executive's Report
6. Proposals
 - i. to adopt the accounts
 - ii. to appoint the Company's auditors
 - iii. to create part-year membership fees for new members;
 - iv. to create a membership category for families;
 - v. to create a membership category for young adults between the ages of 21 and 25;
 - vi. to create a levy fee category for senior non-member participants;
 - vii. to approve the member, levy and club affiliation fees from 2024;
 - viii. to appoint the President of British Orienteering;
 - ix. to elect Honorary Members of British Orienteering:

No further proposals had been received from the membership before the applicable deadline.

7. Election of Elected Directors
8. Any Other Business
9. Closing of AGM

Introduction

1. Notice is hereby given that the 42nd Annual General Meeting of British Orienteering will be held on Saturday, 16th September 2023 starting at 15:00.
2. In order to increase engagement with the members, the meeting will be hybrid, permitting both online and in-person participation. All members are invited to attend and participate in the AGM virtually and instructions on how to do are contained within this document. It will not be possible to vote at the AGM if attending online; those intending to attend online should submit a proxy vote in advance.
3. Mi-Voice have been appointed by British Orienteering to provide the platform to host the meeting and to administer voting arrangements for this year's AGM.
4. All resolutions will be decided by a poll.
5. Members will be asked to consider and vote on the resolutions below. All the resolutions will be proposed as ordinary resolutions which require a simple majority to be passed.

Resolution 1: to adopt the accounts for the financial year 1 January 2022 to 31 December 2022;

Resolution 2: to authorise the Board to appoint the auditors for the 2023 accounts and to fix their remuneration;

Resolution 3: to create part-year membership fees for new members;

Resolution 4: to create a membership category for families;

Resolution 5: to create a membership category for young adults between the ages of 21 and 25;

Resolution 6: to create a levy fee category for senior non-member participants;

Resolution 7: to approve the member, levy and club affiliation fees from 1st January 2024;

Resolution 8: to appoint the President of British Orienteering;

Resolution 9: to elect Honorary Members;

AGM Arrangements

6. The arrangements for the 2023 British Orienteering AGM are as follows:
 - 6.1. Members are welcome to join the AGM in person.
 - 6.2. The meeting will be conducted as a hybrid meeting to allow for members to attend virtually, using Microsoft Teams platform.
 - 6.3. The AGM will be quorate if at least fifty voting members are present in person including virtually or by proxy, as required by the Articles of Association.
 - 6.4. Members will be able to vote either at the meeting, by submitting a proxy in advance (recommended) via the MI-Voice platform or appointing a person to act as their proxy. Details of how to submit a proxy are set out on page 5.
 - 6.5. The AGM will only transact the formal business of the meeting as set out in the Notice of AGM.
7. In addition, should a member have a question that they would have raised at the AGM, we ask that where possible they send it by email to info@britishorienteering.org.uk in advance of the meeting, ideally by 17:00 on Thursday, 14th September, although we will also endeavour to address questions that are raised during the meeting.

Joining the Meeting

In person registration

Please arrive at least 5 mins early and ensure that you complete the register of attendance.

Registration for virtual attendance

If you wish to attend the AGM via the Microsoft Teams platform, **you will need to register**. You can do this ahead of time or immediately before joining the meeting.

Click this [registration link](#) to open the Registration page.

Click "**Register**". Enter your contact information and fill out any other required fields. Once you have successfully registered, you will see a "**Confirmation Page**" and receive joining confirmation via email. You will also receive a reminder email the day before the AGM with the joining instructions should you mislay your original email.

Joining the AGM

Shortly before the AGM start time, you can join the webinar. Your confirmation email will contain a link which will quickly take you to the waiting room, or straight into the meeting if it has gone live.

Problems

If you have any problems registering for or joining the AGM, please either email Peter Brooke pbrooke@britishorienteering.org.uk or call 07540 150963

Protocol

- Please join the meeting 5-10 mins before it starts, so that you can test out your connection and microphone.
- If you are late, join quietly and do not interrupt the conversation or the presentation. The Chair will notice that you've joined.
- Background noise and audio feedback can disrupt the meeting. Mute your mic whenever you are not speaking, and turn off your phone or anything else that might distract you or the other participants.
- When you want to raise a question, use the chat facility.
- Members will be invited to orally ask questions at the meeting by the Chair.

VOTING

All individual members of British Orienteering are entitled to vote at the AGM provided they will be 18 years of age or older on the 31 December 2023. Each member has only one vote.

If you are a member eligible to vote on the resolutions, you will have received an email by Saturday, 26th August 2023 from elections@mivoice.com. Please check your junk/spam folder.

If you are not able to locate your email please contact Mi-Voice using support@mi-voice.com before 17:00, Thursday, 14th September 2023.

Voting at the meeting (in person only)

If you have not already voted online in advance and wish to vote in person at the AGM itself, you are able to do so. You should not vote at the meeting if you have previously submitted a proxy vote and not withdrawn this by Thursday, 14th September 2023.

Voting by proxy (non attendees or attendance via Teams)

Members who wish to vote but are not attending the meeting may do so by submitting a proxy in advance of the AGM. To ensure that their vote counts, members must either:

1. appoint the Chair of the AGM to act as their proxy or
2. appoint another person to act as their proxy.

Note: If you are not physically attending the meeting you will not be able to vote during the AGM.

To appoint a proxy to vote on your behalf, you must complete via the link sent to you via the Mi-Voice email.

Only one Proxy Voting Form can be accepted from each member. The completed Form must be received by the National Office before 17:00 on Thursday, 14th September 2023 in order to be valid.

If completing the Proxy Voting Form and appointing the Chair of the AGM to act as your proxy, you may decide if you wish to instruct your Chair how to vote on your behalf or leave it to their discretion. If you instruct the Chair how to vote on your behalf, they are legally required to vote in accordance with your instructions.

If you are not able to locate your email, please contact Mi-Voice using support@mi-voice.com before 17:00 on 14th September 2023 in order for your vote to count.

PROPOSALS

Ordinary Resolution 1: To ADOPT the accounts for the financial year 1 January 2022 to 31 December 2022.

Supporting Statement

The Financial Accounts are included as a separate document within these papers and are presented for adoption by the members at the AGM.

The Board proposes the adoption of the audited accounts for the financial year 1 January 2022 to 31 December 2022.

Proposed: The Board of Directors

Ordinary Resolution 2: To AUTHORISE the Board to appoint the auditors for the 2023 accounts and to fix their remuneration.

Supporting Statement

British Orienteering Federation Limited's articles of association and company law do not require us to undertake a full audit. However, the Board continue to take the view that the reassurance that a full audit brings to the members in respect of the finances is appropriate, given the staffing levels of the Federation.

Haysmacintyre LLP have undertaken the audits of British Orienteering's accounts since 2019.

In July 2023, Haysmacintyre resigned as auditors for British Orienteering as a result of changes in their internal resourcing situation. British Orienteering are carrying out an open tendering process for new auditors. We expect to be able to appoint and announce the new auditors in late autumn.

The Board therefore proposes that the members authorise the Board to confirm the appointment of the auditors for the financial year 1 January 2023 to 31 December 2023 following the tendering process, and to fix their remuneration for the audit.

Proposed: The Board of Directors

Introduction to Resolutions 3-7

The new categories in Resolutions 3-6 will only come into effect once a new fee for that category is agreed (either via Resolution 7 or at a subsequent General Meeting if Resolution 7 fails), and conversely the new fees set out for those categories in Resolution 7 will only apply if the earlier resolution creating that category has passed.

Ordinary Resolution 3: To CREATE part-year membership fees for new members;

Supporting Statement

British Orienteering has a membership year that runs from 1 January to 31 December each year. The Board recognises that this can make it hard to persuade new members to join British Orienteering in the latter part of each year.

Following extensive consultation with clubs and members, the Board are proposing to introduce a tiered pricing structure for new members, as follows:

- New members joining British Orienteering between 1st January and 30th April will pay the full annual membership fee for that year
- New members joining between 1st May and 31st August will pay two-thirds of the annual membership fee

- New members joining between 1st September and 31st December will pay one-third of the annual membership fee.

These reduced fees will only be available to new members, meaning people who have not been members of British Orienteering in any of the previous four calendar years.

Proposed: The Board of Directors

Ordinary Resolution 4: To CREATE a membership category for families;

Supporting Statement

Following extensive consultation with clubs and members, and in line with our strategic focus on increasing membership and participation in the 16 to 40 age group, the Board are proposing that we introduce a new membership category of family membership.

The new category will cover families (up to two adults and unlimited juniors (aged under 21 on 31 December of the membership year) who are permanently resident at the same address. The family membership fee will be as set from time-to-time at General Meetings, and this membership category will not come into force until a family membership fee is approved. Resolution 7 below would set an initial fee of £35.

Proposed: The Board of Directors

Ordinary Resolution 5: To CREATE a membership category for young adults between the ages of 21 and 25

Supporting Statement

Following extensive consultation with clubs and members, and in line with our strategic focus on increasing membership and participation in the 16 to 40 age group, the Board recognise the importance of retaining those who are transitioning from attending orienteering events with their family to doing so independently, whether employed or in full-time education.

Therefore, the Board are proposing the introduction of a new, reduced membership fee for young adult members who are aged between 21 and 25 on 31 December of the relevant membership year. The young adult membership fee will be as set from time-to-time at General Meetings, and this membership category will not come into force until a young adult membership fee is approved. Resolution 7 below would set an initial fee of £10.

Proposed: The Board of Directors

Ordinary Resolution 6: To CREATE a levy fee category for senior non-member participants

Supporting Statement:

While many participants who are not British Orienteering members will be new to the sport, a significant proportion are regular orienteers who have, for whatever reason, chosen not to join British Orienteering. This includes people who have joined a club and/or association but not British Orienteering. It also includes the growing number of people, particularly younger adults, who are happy to 'pay and play' but who have no interest in joining any organised group, which is a common trend across many sports.

Since January 2020, as requested by clubs, British Orienteering has provided liability insurance for all participants at registered events, regardless of whether or not they are British Orienteering members. This means that organisers can assure landowners that all participants have appropriate

liability cover in place, while removing the previous need for clubs to track how many events each individual non-member has attended.

British Orienteering's insurer considers non-member participants to be a higher risk than members and so charges an additional fee for this cover, based on the number of declared non-member participants each year. That additional fee is currently around £11,000 per year, or 54p per non-member participant when averaged across seniors and juniors. This cost is likely to increase in future, reflecting both inflation and the increasing proportion of event participants who are not British Orienteering members.

Because they do not pay the British Orienteering membership fee and currently pay the same levy, participants who are not members of British Orienteering make a smaller direct financial contribution towards the central cost of administering the sport than those who are members. British Orienteering members are therefore, in effect, subsidising the additional expense of providing liability insurance to non-members, at a total cost in excess of £40,000 over the past four years.

The Board are bringing forward this proposal following a consultation with clubs earlier in 2023, which showed overall support for non-member participants to make a greater financial contribution by 68% to 32%. An increased levy was a more popular option for doing this than a 'day membership', due to the additional administrative burden that day membership would create for clubs.

We are therefore proposing to introduce a new levy category for adult non-member participants (with adult participants being those who would be aged 21 or over on 31 December of the year in which the event takes place). Resolution 7 below would set the levy for adult non-member participants at £2.50, 85p higher than the proposed levy for adult member participants. We expect this additional non-member levy to raise approximately £10,000 of additional income per year, which is less than the total additional cost of providing liability insurance for non-member participants.

We are not proposing any difference in the levy between member and non-member junior participants, as the consultation with clubs showed little support for this.

The Board recognises the desire from clubs to keep entry fees as low as possible, particularly at Level D events. Clubs are best placed to identify the best pricing strategy for their own unique circumstances, and we therefore believe that it is important that clubs continue to have discretion as to how they price events. Clubs may choose to pass on the additional non-member levy directly to non-member participants as part of the entry fee, or to structure their entry fees so as to use income from one particular event or group of participants to subsidise another.

Many clubs, although by no means all, already charge a higher entry fee for non-member participants at all levels of event. Despite this, orienteering, particularly at Level D events, remains an extremely affordable activity compared to other sports. Should clubs choose to pass on the additional levy directly by increasing the entry fee for non-members by 85p or £1, there is very little evidence that these participants are so price sensitive as for this to have a material impact on levels of participation.

British Orienteering has been consistently asked by clubs to keep the levy system simple. Clubs are already required to state the number of member and non-member participants when completing levy returns, so there should not be any significant increase in volunteer workload as a result of this proposal.

Alternative levy models have been considered but each has their drawback. A system with tiered levies based on event levels would create a perverse incentive for clubs to artificially downgrade events; a levy system based on a percentage of the entry fee would unfairly disadvantage those

clubs who have no choice but to pay large access fees to landowners and to charge higher entry fees as a result.

On balance, the Board recommends the introduction of a higher levy for senior participants who are not members of British Orienteering as the best way of ensuring that these orienteers make a fair contribution to the costs of running the sport.

Proposed: The Board of Directors

Ordinary Resolution 7: To APPROVE the member, levy and club affiliation fees from 1st January 2024

Supporting Statement

The last increase in British Orienteering membership and levy fees took effect in January 2020. Consumer price inflation between January 2020 and June 2023 is 21.5%.

Taking into account long-term trends in membership and participation and disregarding the temporary effects of the COVID-19 pandemic, British Orienteering's nominal income has broadly static since 2016.

Although British Orienteering currently holds reserves comfortably in excess of the level required by the reserves policy, the Board have set a deficit budget over the next two years in order to invest in the delivery of the strategic plan. The Board believes this investment is vital to safeguarding the future of the sport but recognises that this approach is not sustainable. Given the challenging financial environment, British Orienteering needs to increase its income in order to remain on a sound financial footing in the long term.

Recognising the challenges that sporting organisations more widely are facing in recruiting and retaining members, the Board is proposing to keep membership fees at their current level, but to make small increases in the club affiliation fees, and a 10% increase in the levy for both senior and junior member participants.

The proposed fee structure, to have effect from 1st January 2024 until amended, is as follows:

Membership and Levy Fees		
	2023 Fees	2024 fees
Senior	£15.00	£15.00
Junior	£5.00	£5.00
Young Adult	£15.00	£10.00
Family	N/A	£35.00
Club affiliation	£70.00	£80.00
University Club affiliation	£20.00	£25.00
Senior Member Levy	£1.50	£1.65
Senior Non-Member Levy	£1.50	£2.50
Junior (Member and non-member) Levy	£0.50	£0.55

The fees for young adult membership, family membership and the senior non-member levy will only have effect if the corresponding resolution creating that category has been passed.

Proposed: The Board of Directors

Ordinary Resolution 8: To APPOINT the President of British Orienteering

Steve Cram CBE

Steve Cram is a British retired track and field athlete and former orienteer.

Along with fellow Britons Sebastian Coe and Steve Ovett, he was one of the world's dominant middle distance runners during the 1980s. Nicknamed "The Jarrow Arrow", after his home town, Steve set world records in the 1500 m, 2000 m and the mile during a 19-day period in the summer of 1985. He was the first man to run 1500 m under 3 minutes and 30 seconds. He won the 1500 m gold medal at the 1983 World Championships and the 1500 m silver medal at the 1984 Olympic Games.

In 2000, Steve co-founded international children's charity COCO (Comrades of Children Overseas) with British Army Major Jim Panton after running the Bosnia Comrades ultramarathon in 1998. Steve remains chairman of COCO, an organisation which currently provides sustainable sources of quality education to children living in poor, remote parts of East Africa.

In 2008 Steve was appointed Chancellor of the University of Sunderland, replacing Lord Puttnam, and in 2009 was elected as President of Jarrow & Hebburn Athletics Club.

Steve now works as a television presenter and athletics commentator, motivational speaker and athletics coach.

Steve's introduction to Orienteering as a teenager seemed like a marriage made in heaven for a map-loving, running enthusiast. He has so many happy memories of belting through forests and across moorland, often recklessly, occasionally with surprising accuracy! *"The thrill of the find always outweighing the sense of bewilderment at my own navigational shortcomings. It also gave me on my mantras I hold to this day....the map is never wrong!"*.

Proposed: The Board of Directors

Ordinary Resolution 9: To ELECT Honorary Members of British Orienteering

Proposed: The Board of Directors:

British Orienteering has the right to award Honorary Membership to members under the Articles (Article 55.3).

The Board propose the election of following as Honorary Members of British Orienteering, in recognition of the medals won at the 2022 World Orienteering Championships:

- **Megan Carter Davies**
- **Kris Jones**
- **Ralph Street**
- **Charlotte Ward**
- **Alice Leake**

Proposed: The Board of Directors

Election of Elected Directors

The Articles of Association require that Board of Directors of British Orienteering constitute eleven members, including:

- The Chair, appointed in accordance with Article [26](#);
- Six Elected Directors, elected by the membership in accordance with Article [30](#);
- Three Independent Directors, appointed in accordance with Article [31](#); and
- The Chief Executive, ex officio.

At the 2023 AGM, two Elected Directors, Duncan Birtwistle and Ruth Beale, reach the end of their terms respectively of office.

Ruth Beale is not seeking re-election.

We have received two nominations for the vacant positions:

- **Duncan Birtwistle** (Octavian Droobers)
- **Alison Howe** (Saxons Orienteering Club)

No other nominations have been received and therefore Duncan Birtwistle and Alison Howe are elected unopposed.

Candidate Biographies

Duncan Birtwistle (Octavian Droobers)

Proposed by: Peter Taylor-Bray, (Manchester & District Orienteering Club)

Seconded by: Katrina Shilladay, (Octavian Droobers)

Statement

I got into orienteering through my family before joining the Yorkshire & Humberside Junior Squad. Fun squad weekends improved my standard and enjoyment of orienteering and various Great Britain tours and competitions followed.

For university, I went to Bristol which is a great city for orienteering. Whilst there I ran the Orienteering Club, growing it and sharing responsibilities around to a point where we could stage our own events and win University Club of the Year.

Since then my main volunteering focus has been the UK Elite Orienteering League which aims to inspire young people to stay in the sport and compete at the highest level through quality events and slick marketing.

I would like to continue as a director to ensure we present orienteering to the public in the best way possible and grow our fantastic sport

Alison Howe (Saxons Orienteering Club)

Proposed by: Julia Jarvis Southdowns Orienteering Club

Seconded by: Jean Fitzgerald Saxons Orienteering Club

Statement

I have always been a keen sportswoman and discovered Orienteering about 10 years ago. I have been hooked ever since and now compete along with the rest of the family as often as I can.

I joined the Saxons Orienteering Committee soon after picking up the sport and took on the Development role about 5 years ago. I am focused on improving the club experience for members, promoting the sport to newcomers and am heavily involved in the Find Your Way project.

I have recently retired from investment banking where I worked with corporates across Europe to advise and help implement their strategic goals with a particular focus on financial analysis, governance and capital markets.

I am keen to have the opportunity to contribute at the Board level and to help ensure Orienteering in the UK is sustained for future generations.