

**2017 EXTRAORDINARY GENERAL MEETING BOOKLET**



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**Extraordinary General Meeting**

The Extraordinary General Meeting of British Orienteering Federation Limited will be held at **11:00am on Saturday 14<sup>th</sup> October 2017**, venue **The Studio**, Riverside West, Whitehall Road, Leeds, LS1 4AW.

The venue is a short walk from Leeds rail station, information on directions and transport can be found [here](#).

**Agenda**

1. Apologies for absence
2. Appointment of Tellers
3. Proposal
4. Meeting closes

The Association & Club Conference will commence following a short break.

**PROPOSALS – all 3 proposals require a 75% majority to be carried****Proposal 1: Inclusion of the Isle of Man**

To include the Isle of Man in the territory over which British Orienteering governs the sport of orienteering.

To change the Defined terms in the Articles from:

“Territory” means the United Kingdom of Great Britain and Northern Ireland

To:

“Territory” means the United Kingdom of Great Britain and Northern Ireland and the self-governing British Crown dependency of the Isle of Man

**Supporting statement**

The Isle of Man currently lies outside the authority of British Orienteering and members trying to develop the sport have asked British Orienteering to include the self-governing British Crown dependency in the territory over which British Orienteering has authority.

**Proposal 2: Re-appointment of a Director**

British Orienteering have been notified by government agencies that to be eligible for funding the situation regarding the re-appointment of directors who have served their maximum term in office must be clarified.

Current articles do not specify this period and British Orienteering is requested to set a minimum period of 4-years during which a director cannot stand again as a director.

The Board propose to change Article 22. ‘Eligibility for more than one term of office as a Director’ by adding the following clause:

22.3 A person who has served their maximum term in office as a Director may not be reappointed or re-elected for a minimum of 4 years

**Proposal 3: Appointments Panel**

British Orienteering have been notified by government agencies that to be eligible for funding the Appointments Panel that makes recommendations to the Board regarding the appointment of independent directors and officers must meet the criteria set within the New Governance Code of Practice.

To do this the Board propose to change Article 26 ‘Office Holders’ and Article 30 ‘Appointment of Independent Directors’.

Article 26. Office Holders, i.e. Chair, Vice Chair and Treasurer

To change:

26.1 The Board will appoint a director to be each of the office holders, Chair, Vice-Chair and Treasurer, on such terms and for such periods 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.

To:

26.1 The Board will appoint a director to be each of the office holders, Chair, Vice-Chair and Treasurer, on such terms and for such periods 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 established in accordance with the published Board Operating Procedures.

Article 30. Appointment of independent directors

To change:

30.1 Independent Directors shall be appointed by an Appointments Panel established by the Board.

To:

- 30.1 Independent Directors shall be appointed by the Board who may delegate their power of appointment to an Appointments Panel established in accordance with the published Board Operating Procedures.
- 30.2 Removed
- 30.3 Renumbered to 30.2.

### Supporting statement

The New Governance Code of Practice identifies the need to appoint the 'best person for the role' of Chair, and specifies certain criteria about how this should be done. The Board endorses the principle of appointing the best person for the role of chair. To make the necessary changes to the articles to meet the New Code within the articles alone requires a significant number of changes to the articles. The Board considered this approach and agreed that the timescales by which the changes needed to be made by, 31 October 2017, made this an impossible task with the resources available. Consequently the Board has chosen to make minimal changes to the articles and move the rules governing the Appointments Panel (called the Nominations Committee in the New Code) into a published document titled 'Board Operating Procedures'.

The Board will take guidance from members and if members determine that the process for appointing future Chairs should be written fully into the articles this work will be completed in time for the 2018 AGM. The urgency of the need to meet government deadlines in order for the continuation of funding prevented this approach being taken in the first instance.

For your information and consideration the relevant sections of the Board Operating Procedures follow and the complete document can be found [here](#).

### Appointments Process

As far as possible, the process for making appointments to positions on the Board should follow the standard British Orienteering Recruitment & Selection Policy, applied in the timeframe specified in the Articles.

The area of this process where a policy is required to ensure consistency and fairness is the composition of the Appointments Panel.

The Board will determine the membership of the Appointments Panel in accordance with the following criteria:

a) Appointment of an Independent Non-Executive Director

The Panel will consist of:

- The Chair of British Orienteering who will chair the Panel
- An independent director
- The Chair of a Constituent Association

b) Appointment of the Chair

The Panel will consist of:

- Two independent directors, one of whom will chair the Panel
- The Chair of a Constituent Association

c) Appointment of other officers, i.e. Vice-Chair and Treasurer

If required, the Panel will consist of:

- The Chair of British Orienteering who will chair the Panel
- An independent director
- The Chair of a Constituent Association

For the Extraordinary General Meeting held on Saturday 14<sup>th</sup> October 2017 or at any adjournment of the meeting.

### **Eligibility to Vote**

All individual members of British Orienteering are entitled to vote at the EGM, in person or by proxy, provided they will be 18 years of age or older on the 31<sup>st</sup> December 2017. Each member is entitled to only one vote.

### **Voting in Person**

Members attending the EGM and entitled to vote will be provided with voting papers at the meeting and should not complete a proxy voting form. Members who have completed a proxy voting form will not be permitted to vote at the meeting unless they withdraw their proxy vote before the meeting commences.

### **Voting by Proxy**

Members entitled to vote, who will not be attending the EGM, may appoint a proxy to vote on their behalf.

To appoint a proxy to vote on your behalf you must complete a Proxy Voting Form. Only one Proxy Voting Form can be accepted from each member entitled to vote and, to count, the Form must be completed and returned to the National Office to be received before 5.00pm on Thursday 12<sup>th</sup> October 2017.

In completing the Proxy Voting Form, you decide who will act as your proxy, the Chair of the meeting or a named person; then you need to decide if you wish to instruct your proxy how to vote on your behalf, or whether you leave the proxy to cast your vote at their discretion.

### **Proxy By Post**

The Proxy Voting Form should be completed and posted to:

Company Secretary, British Orienteering, Scholes Mill, Old Coach Road, Tansley, DE4 5FY

### **Proxy By Email**

The Proxy Voting Form should be completed and then scanned or photographed and emailed from the email address held by British Orienteering to: [info@britishorienteering.org.uk](mailto:info@britishorienteering.org.uk)

Please note:

1. The Articles of Association specify proxy votes will only be counted if the vote goes to a poll. The Board confirmed that a poll will be called to ensure member views expressed as proxy votes are taken into account.
2. Proxy votes may only be cast by a person who is personally present at the meeting. Appointing the Chair of the Meeting, whoever that may be, ensures that your proxy vote will be cast.
3. A proxy may cast your vote or abstain at his or her discretion unless specifically instructed otherwise in Section B of the proxy Voting Form.

**British Orienteering EGM 2017 - Proxy Voting Form**

Completed forms must arrive at the National Office no later than 5.00pm on Thursday, 12<sup>th</sup> October 2017.

I, (Name in block letters) \_\_\_\_\_,

Membership Number: \_\_\_\_\_, wish to cast my vote as follows:

**Section A – must be completed**

I appoint the following person as my proxy, to speak on my behalf and cast my vote at his/her discretion, except as specified in Section B.

1. My appointed proxy will be the Chair of the Meeting unless I complete (2)
2. My appointed proxy is (enter Proxy’s name in block letters) \_\_\_\_\_  
*If no name is entered my appointed proxy will be the Chair of the Meeting*

**Section B – to be completed if you wish to instruct your proxy how to cast your vote**

I instruct my proxy to cast my vote as detailed: (Leave blank to give your proxy discretion in casting a vote on your behalf; or to instruct your proxy how to vote, place a cross in the appropriate box against the option you wish to instruct your proxy how to vote;).

You can only vote once (only put a cross in **one** of the three boxes for each proposal below).

To vote **FOR** the proposal, place a cross under **FOR**. To vote **AGAINST** the proposal put a **single cross** under **AGAINST**. The proposal will be passed if the sum of votes **FOR** is greater than the votes cast **AGAINST**.

**PROPOSAL**

1. Inclusion of Isle of Man territory
2. Re-appointment of a director
3. Appointments Panel

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
1. Inclusion of Isle of Man territory			
2. Re-appointment of a director			
3. Appointments Panel			

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

You may print multiple copies of this Proxy Form as required but each member eligible to vote may only vote once.