

# **ANNUAL GENERAL MEETING 2012**

## **MINUTES**



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### **MINUTES of the THIRTY FIRST ANNUAL GENERAL MEETING of BRITISH ORIENTEERING FEDERATION Ltd**

**held at West Lothian College, Almondvale Crescent, Livingston, EH54 7EP**

**at 5:00pm on Friday 6<sup>th</sup> April 2012**

#### **PRESENT:**

Lyn West	Chair
Martin Ward	Vice-Chair
Mike Forrest	Treasurer
Mike Hamilton	Chief Executive and Company Secretary

Roger Baker (TVOC), Ruth Baker (TVOC), Anthony Barrable (RAFO), Nick Barrable (SYO), Helen Baxter (LVO), Olivia Baxter (LVO), Philip Baxter (LVO), Simon Bevan (SOC), Arthur Boyt (KERNO), Sue Boyt (KERNO), Kevin Bracher (SOC), Charles Bromley Gardner (BAOC), Eric Brown (HOC), Lesley Brown (HOC), Chris Burden (AIRE), Neil Cameron (NGOC), Pat Cameron (NGOC), Dick Carmichael (TINTO), Scott Collier (KERNO), John Colls (INVOC), Margaret Dalglish (ESOC), Mike Elliot (MV), John Embrey (HOC), Andrew Evans (DFOK), Ted Finch (FVO), Paul Frost (ECKO), Sarah-Jane Gaffney (SLOW), Donald Grassie (GRAMP), Simon Greenwood (SAX), Philip Gristwood (MV), Colin Hicks (SOC), Judith Holt (DVO), Leslie Jenkins (ESOC), Sarah Jenkins (SBOC), Nick Jones (AIRE), David Lambe (LVO), Susan Lambe (LVO), Peter Leverington (NOR), Clare Lines (SO), Robert Lines (SO), Andrew Macpherson (CLYDE), Claire Macpherson (CLYDE), David Maliphant (BOK), Colin Matheson (FVO), Ian McIntyre (INT), Jane McIntyre (INT), Dave McQuillen (SOLWAY), Jane McQuillen (SOLWAY), Jonathan Musgrave (MAROC), Jackie Newton (MDOC), Terry O'Brien (STAG), Tim O'Donoghue (SOLWAY), Eleanor Pyrah (ESOC), Ian Pyrah (ESOC), Stephen Round (SELOC), Roger Scrutton (ESOC), Anne Straube (OD), David Summers (INVOC), Lynne Walker (ECKO), Lesley Ward (SYO), Ian Webb (SLOW), Colin West (SOS), Joanne West (SOS), Angela Whitworth (BL), Dick Whitworth (BL), Martin Wilson (BKO), Alasdair Wilson Craw (NATO), Dorothy Woodall (NOC), John Woodall (NOC), Alan Yeadon (SARUM), Liz Yeadon (SARUM).

Total number of attendees: 75

#### **Welcome and Introductions**

Members were welcomed to the 31<sup>st</sup> AGM of British Orienteering by Lyn West, Chairman of British Orienteering. Board Members were introduced as Lyn West (SOS), Chair; Mike Hamilton (OD), Chief Executive; Mike Forrest (BOK), Treasurer; Martin Ward (SYO), Vice Chair.

## **1. Apologies**

Apologies were received from the following:

- Anne Donnell (BOK)
- Chris James (NGOC)
- David May (SLOW)
- Brian Porteous (FVO)
- Kate Robertson (Gramp)
- Peter Seward (SBOC)
- Alison Sloman (HOC)
- Eleanor West (SOS)
- Ernie Williams (LEI)

## **2. Minutes of the Thirtieth Annual General Meeting held on 23<sup>rd</sup> April 2011.**

The minutes of the Thirtieth AGM were accepted, by a show of hands, as a true record. No questions were raised.

## **3. Chairman's Report**

Chairman's report, as previously circulated, was accepted by a show of hands. No questions were raised.

## **4. Treasurer's Report**

A question was raised on the cost of insurance for events, suggesting that there was no mention of this in the audited accounts.

Mike Forrest (BOK) explained that the cost of insurance was commercially sensitive but that it would be between £15,000 and £16,000.

A question was raised about the availability of the accounts, Mike Forrest responded by stating that they are published on the web site and printed copies were available at the back of the meeting room.

There being no further questions, the meeting accepted the Treasurer's Report by a show of hands.

## **5. Chief Executive's Report**

The Chief Executive's report, as previously circulated, was accepted by a show of hands. No questions were raised.

## **6. Proposals**

### **Proposal 1: Adoption of Accounts**

That the audited accounts for the financial year ending 31 December 2011 be adopted.

Proposed: Mike Forrest (BOK)

Seconded: Mike Hamilton (Chief Executive)

There being no questions raised, the meeting adopted the 2011 Accounts by a show of hands.

### **Proposal 2: Appointment of Auditors**

That Grant Thornton UK LLP be appointed as the auditors for the 2012 accounts to be presented at the 2013 AGM.

Proposed: Neil Cameron (NGOC)

Seconded: John Woodall (NOC)

The proposed appointment of Grant Thornton Ltd as auditors was agreed by a show of hands.

### **Proposal 3: Special Proposal – Articles of Association**

That the Company adopt as its Articles of Association, the Articles attached.

It is noted that:

- All provisions of the Company's Memorandum as to its objects and the distribution of assets are deleted;
- New provisions as to the Company's objects and distribution of assets are now adopted in Articles 3 and 52;
- 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.

Proposed: Neil Cameron (NGOC)

Seconded: Scott Collier (KERNO/JOK)

Roger Scrutton (ESOC) asked the panel for clarification on how the changes to the Articles of Association would affect British Orienteering policy on removal of recognition to Associations who do not meet the recommended requirements.

Neil Cameron (NGOC) responded on behalf of the panel that this would remain as it is in the current articles.

Dick Carmichael (TINTO) raised a query regarding devolution in Scotland and how this will affect the Articles of Association.

The Chair explained that the board is aware of devolution, and is happy to look into this issue as the devolution process in Scotland proceeds.

It was questioned why there is no definition of 'Government' within the articles.

The Chair agreed on behalf of the board to consider a definition of 'Government' as the articles are revised.

Donald Grassie (GRAMP and SOA President) suggested that clarification is needed on the roles that Associations have within British Orienteering.

The Chair explained that this is provisioned within the articles. The articles maintain the status quo and SOA had not requested any further issues be considered.

Donald Grassie responded, explaining that the reality is that Scotland will have to do something slightly different with membership within their Association.

The Chair advised SOA that she had been informed that it was not good practice to make Articles too restricted or specific on such matters, as this could tie Associations to what they can and cannot do in the future. LW stated on behalf of the Board that the Board is supportive of how the SOA runs orienteering in Scotland.

Statements were made by several Scottish members regarding the need for British Orienteering to be aware of the impact of devolution. The Chair repeated her statement that the Board recognised the political process.

Jonathan Musgrave (MAROC) raised the issue of director and staff pensions.

Neil Cameron responded on behalf of the panel that none of the current or past Directors receive or have ever received a pension from British Orienteering. Scott Collier stated that Article 22.5 made it clear that no payment will be made by way of remuneration for services reasonably expected from an elected director.

There being no further questions, the meeting agreed to vote on the Articles of Association.

The proposed Articles of Association were adopted.

Voting (by ballot and including proxies):

For 181	Against 12	Abstentions 22
93.8%	6.2%	

#### **Proposal 4: Membership and Levy structures 2013 (potentially a special proposal)**

That from 1<sup>st</sup> January 2013 British Orienteering will have a single tier of membership with two categories:

- Senior – any member aged 21 or older on 31<sup>st</sup> December of the membership year
- Junior – any member aged 20 or younger on 31<sup>st</sup> December of the membership year

Membership fees will be nominal and capped at a level such that the budgeted amount of money to be raised from membership fees will not exceed 25% of the budgeted total income to be raised from membership and levy fees.

AND

That from 1<sup>st</sup> January 2013, a single rate of levy will be applied to all participants at all events except those covered by a British Orienteering Partnership Agreement. The principle that three juniors (M/W20 and younger) will count as one senior for levy purposes remains, but full-time students will no longer be treated as juniors for levy purposes unless they are juniors.

From 1<sup>st</sup> January 2013 until amended fees will be as follows:

Senior member – £5.00

Junior member – £2.00

Levy per senior equivalent participant – £1.00

Proposed: Philip Baxter (LVO)

Seconded: Lyn West (SOS)

Colin Hicks (SOC) raised an issue with the participation figures from events that SOC ran during 2011/2012, and the estimated British Orienteering income generated under the 2013 membership and levy structure. He was concerned that the income generated would fall below that necessary to support British Orienteering.

Mike Forrest explained that at the Board Meeting on the 21<sup>st</sup> February 2012 it was agreed that the proposed Levy fee would be reduced from £1.30 to £1.00 and British Orienteering would use its reserves to cover any shortfall should a shortfall occur, in parallel with seeking to review budgets and cut costs where possible.

The Chair stated that the board accepted that some clubs will gain and some lose out as all clubs have individual circumstances. The Board would not have proposed the new structure if it believed the changes would hit overall participation. Raising money at larger events would allow some clubs to subsidise smaller events if needed. British Orienteering does not aim to sacrifice any clubs.

Points were raised in support, suggesting that smaller clubs are likely to benefit, with regards to participation, as more people will be willing to pay the £1.00 Levy fee since their membership will be reduced.

Angela Whitworth (BL), agreed, although suggested that the £5 senior fee is too low. People would pay £10.00 with the same enthusiasm.

Scott Collier (KERN) explained that the British Orienteering membership fee is not the total fee paid by members. Once added to the club and Association fee, the total for some members can be substantial.

David Maliphant (BOK), raised concerns regarding the removal of the student membership category.

Mike Hamilton responded saying that in terms of levy, this won't have a significant impact on most students, only those who orienteer on a frequent basis which is a small proportion of the overall participation. It is also probable that considerable effort and funding will be going into increasing participation across the 16-26 age group which includes students. The point was also made that some clubs will adjust their entry fees to maintain the lower student entry.

Ian McIntyre (INT), raised concerns over the cost increase for local family participants who may not be able to afford the £4.00 increase. Ian explained that this increase would affect SOA in terms of the funding that is available. A large proportion of SOA funding is based on membership and a decrease in membership may have a negative impact on the funding allocated to them.

The Chair explained that the membership fee had been calculated so there is no increase to families with 2 adults and 2 children.

Mike Hamilton stated that British Orienteering sees the delivery mechanism for the membership system as being flexible enough to enable clubs and Associations to continue with family membership if they so choose.

There being no further questions, the meeting agreed to vote on the Membership and Levy Structures for 2013.

Voting (by ballot and including proxies):

For 146	Against 64	Abstentions 5
69.5%	30.5%	

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The Chair declared that the proposal not carried as it required 75% or more of the votes cast.

Neil Cameron suggested that as Proposal 3 was agreed, Proposal 4 was not a Special Proposal and therefore only required a majority of more than 50% of the votes cast to be carried.

The Chair revised her statement and declared the Proposal carried.

Tim O'Donoghue (SOLWAY) expressed concern that the outcome of the Proposal could be

changed on the opinion of one person and asked the Chair to look into the issue of the majority vote required and inform members of the outcome. He also expressed concern and surprise that such a position had been reached and that the Board was not clear how this matter should be dealt with.

The Chair agreed to look into the matter and to inform the members of the outcome as soon as possible.

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Post AGM Note:

After seeking legal advice it can be confirmed that the above proposal was ratified at the AGM with 69.5% of the votes cast.

The legal response stated:

*'Provided the Special Resolution adopting the new Articles of Association pursuant to "Special Proposal 3" did not specify a different time and/or date upon which the new Articles of Association would take effect, the Articles of Association took effect immediately upon the passing of the Special Resolution. Assuming the changes contained in "Proposal 4" do not require a change to the new Articles of Association (and can therefore be passed by Ordinary Resolution), I can confirm that Proposal 4 was validly passed at the AGM. Note that the new Articles of Association need to be filed at Companies House within 15 days of their taking effect.'*

Tom Bruce, Solicitor, Farrer & Co, 66 Lincoln's Inn Fields, London WC2A 3LH

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## **7. Elections**

The elections of President and Vice President, Sir Christian Bonington CBE and John Disley CBE, respectively were unopposed and ratified.

## **Board of Directors:**

There being three nominations, David Maliphant (BOK, a new Director), John Woodall (NOC, Director 2009-2012) and Phillip Baxter (LVO, Director 2009-2012) for three vacancies on the Board, the Chair stated that they were elected unopposed.

## **9. British Orienteering Awards Ceremony**

The Chair commented on the excellent quality of nominations that had been received and over the difficult task the people making the decision had faced.

*Silva Award for Services to Orienteering.*

This was awarded to Roger Baker (TVOC)

Other nominees were:

Alison Sloman (HOC)

Anne Donell (BOK)

Jeff Butt (SARUM)

John and Jenny Collyer (SOS)

Peter Seward (SBOC)

Tony Carlyle (AIRE)

*Club of the Year*

This was awarded to Mar Orienteering Club

2<sup>nd</sup> Place for Club of the Year and the Top University Club was awarded to:

Sheffield University Orienteering Club

3<sup>rd</sup> Place for Club of the Year was awarded to:

Swansea Bay Orienteering Club

### **Mapping Awards**

The Silva Trophy was awarded to Graham Gristwood (SHUOC) who was not present at the meeting. Phillip Gristwood (MV) collected the trophy on his son's behalf.

The Bonington Trophy was awarded to Chris Burden (AIRE).

The Walsh Trophy was awarded to Rod Postlethwaite (WRE), who was not present to collect the award.

The Chichester Trophy was awarded to Peter Leverington (NOR).

### **8. Any Other Business**

The issue of the eligibility of members to win the British Orienteering Championships was raised.

The Chair stated that the Board is aware of the concerns raised and will be reviewing the matter in time for the 2013 British Orienteering Championships.

The board wished to thank retiring Director Henry Morgan (POTOC) for his work. Unfortunately Henry was unable to attend the AGM.

As previously announced, Mike Forrest was retiring as Director at the end of the AGM. The Chair thanked him for his work particularly as Treasurer and made a presentation to him.

The Chair thanked members for their attendance and contribution and closed the meeting at 6.30pm.