

**BRITISH CANOEING
ANNUAL GENERAL MEETING**

SATURDAY 24TH MARCH 2018 AT 10.00am

TO BE HELD AT:

**EASTWOOD HALL, MANSFIELD ROAD, EASTWOOD,
NOTTINGHAM, NG16 3SS**

BRITISH CANOEING 38TH ANNUAL GENERAL MEETING

Notice is hereby given that the 38th Annual General Meeting of British Canoeing will be held at Eastwood Hall, Mansfield Road, Eastwood, Nottingham, NG16 3SS, on **Saturday 24th March 2018 at 10am.**

By Order of the Board

Professor John Coyne CBE

Chairman

British Canoeing

Registered Address:

National Water Sports Centre, Adbolton Lane, Holme Pierrepont, Nottingham, NG12 2LU.

All British Canoeing members are invited to attend the AGM. If you are planning on attending, please let us know by emailing Steph Roberts at steph.roberts@britishcanoeing.org.uk. In addition, please confirm any additional requirements you may have so that reasonable adjustments can be made.

If for any reason members are unable to attend then they are entitled to appoint a proxy to attend and vote at the above mentioned Annual General Meeting in their place. Further information regarding the appointment of a proxy is on the Proxy Form which is circulated with these papers.

This document is available in large print, on request, from British Canoeing's office.

DIRECTIONS - GETTING TO THE HOTEL;**Road –**

Eastwood Hall, Nottingham, can easily be access by Junction 26 of the M1. There is extensive parking which is complimentary for guests of the hotel and conference venue.

Rail –

The closest train station, Langley Mill station, is 2 miles away and has direct links to Nottingham rail station.

Air –

The nearest airport is East Midlands airport which is approximately 20 minutes from the venue by car.



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9. To adopt the 38th Annual Report of British Canoeing for 2016/2017. 33
(Including reports from the Chairman, President and Chief Executive)
10. To approve the appointment of Director(s) appointed since the 37th Annual General Meeting. 34-35
 - 10.1 Mark Bache Independent Director
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12. To consider the motion proposed by A. Gregory, T. Gregory and I. Lawler MBE. 68-71

Item 2 – ‘To appoint tellers for the meeting’.

To approve three tellers who will be selected from those attending the AGM.

**BRITISH CANOEING
37TH ANNUAL GENERAL MEETING MINUTES**

**Held at Macdonald Manchester Hotel, London Road, Manchester, M1 2PG
On Saturday 25th March 2017 at 2.30pm**

In Attendance:

Voting Members:

Alan Laws; Andrew Jackson; Andy Maddock; Andy Maxted; Carl Von Berg; Helen Slater; Cathy Wynne; Chris Arrowsmith; Chris Hawkesworth; Christine Laws; Derek Playford; Colin Woodgate; Dave Spencer; Dr Tim Brabants; George Wynne; Graham Lyon; Greg Spencer; Howard Blackman; Ivan Lawler; Jane Gibson; Jacqui Best, Jim Rossiter; Jenny Spencer; Joe Parkin; John Anderson; Kevin Dennis; Lee Pooley; Linda Pooley; Mary Smith; Mike Chandler; Paul Carroll; Paul Ratcliffe; Peter Schofield; Peter Thorn; Richard Bowyer; Sam Rankin; Stan Missen; Sue Hornby; Teresa Gregory Terry Best; Stuart Smith SCA; Brian Chapman SCA, Ashley Hunter CANI; Liz McCreery CANI; Mo Moule; Peter Moule; David Walton; Andy Train; John Chamberlin; Dave Rossetter SCA; Mark Butland; David Wakeling Canoe Wales, Victor Buckley, John Griffiths

British Canoeing Board Members:

Clare Dallaway; David Belbin; Dee Paterson; James Fry; Richard Boreham; Stephen Craig; Bronagh Kennedy; Steve Linksted; David Joy, Chief Executive. Professor John Coyne CBE, Chairman.

Other Staff Members in Attendance:

Urvashi Naidoo, Mandy Delaney, Susan Hicks, Lisa Bryant, Rob Knott, Ruth Norfolk, Laura Peberday, Rebecca Lovatt, Heather Williams, Gemma Wiggs.

Apologies:

Albert Woods OBE, Greg Smale, Paul Mander, Roger Fox, Colin Broadway, Tim Scott, Alan Williams, Duncan Winning, David Green, Adam-Peter Gair, Mike Sunderland.

1. Welcome by Professor John Coyne CBE, Chairman, British Canoeing

The Chairman welcomed all attendees to the meeting. He then invited the meeting to remember two members who had passed away recently and would be sadly missed: Alan Baker, Chair of Canoe Wales and a Board Member of British Canoeing, and Frank Goodman who was in his own words, "obsessed with Canoeing." A minute's silence was observed.

It was noted that as the Articles had been amended at the EGM, the Chairman was entitled to Chair the AGM.

The Chairman then introduced himself explaining his professional background and his interest in and commitment to British Canoeing. He then invited new Board Directors, James Fry, Richard Boreham, Clare Dallaway, Bronagh Kennedy and Dee Paterson to introduce themselves and each spoke and provided an introduction to their professional and canoeing backgrounds.

2. To Appoint Tellers for the Meeting

Derek Playford, Jenny Spencer and David Wakeling were appointed as Tellers by consensus.

3. To Adopt the Minutes of the 36th Annual General Meeting (AGM)

The Minutes of the 36th AGM were approved. This was proposed by Alan Laws and seconded by Mo Moule.

The minutes of the 36th Annual General Meeting were then accepted by consensus.

4. To consider matters arising from the minutes of the 36th Annual General Meeting

Brian Chapman referred to item 9.11 in the minutes of the 36th AGM. He felt that documents should be amended to reflect that only the Independent Directors should be ratified by the AGM and not those nominated by the National Associations. This was noted and would be considered for the next AGM.

5. To Announce the Appointment of the President

The Chairman confirmed that as Mr Albert Woods OBE had withdrawn his candidature, Mr Ivan Lawler MBE was appointed to the post of President of British Canoeing unopposed. The Chairman congratulated Mr Lawler on his appointment and wished him every success in the new role.

Mr Lawler thanked the members for their support and stated that his journey to becoming President had received many interjections from various members, demonstrating a desire from the membership to have more say in the decisions made by the organisation. Ivan also paid his respects to the previous President who had devoted 25 years to the role.

6. To Ratify the Appointment of Directors Appointed since the 36th Annual General Meeting

6.1 To ratify the appointment of Professor John Coyne CBE

The Chairman invited David Belbin, Vice Chairman, to chair the item relating to his ratification.

Votes for: 103

Votes against: 82

Abstentions: 450

This was approved.

The Chair resumed to chair the rest of the meeting.

6.2 To Ratify the Appointment of Richard Boreham

Votes for: 147

Votes against: 32

Abstentions: 438

This was approved.

6.3 To Ratify the appointment of Clare Dallaway

Votes for: 141
Votes against: 7
Abstentions: 471
This was approved.

6.4 To Ratify the Appointment of James Fry

Votes for: 137
Votes against: 17
Abstentions: 460
This was approved.

6.5 To Ratify the Appointment of Bronagh Kennedy

Votes for: 165
Votes against: 9
Abstentions: 441
This was approved.

6.6 To Ratify the Appointment of Dee Paterson

Votes for: 142
Votes against: 10
Abstentions: 462
This was approved.

7. To Adopt the 37th Annual Report of British Canoeing for 2015/2016

The CEO spoke to the Annual Report highlighting the amount of activity during the period that it had covered. Six new Board members had been appointed including the appointment of a new Chair and the Board was now extremely settled and clear in its role.

The CEO then focused on various highlights and key areas of work during the year, including:

- Membership – Identified as a key area of growth; membership review had started and would explore how to improve the offering to members.
- Success at the Rio Olympic and Paralympic Games across all Olympic and Paralympic disciplines; 9 medals were won, including 5 golds.
- Access, Waterways and Environment Team remained engaged in trying to increase access to inland waterways.
- Development programmes continued to increase opportunities for more paddling.
- 8 of British Canoeing members were elected onto ICF committees.

It was noted that 2016 had produced a number of challenges and that the next 12 months would focus on improving policies and procedures.

Greg Spencer then spoke and said that the content of the report did not help members to engage at grass roots level. He felt that many of the aspects of the sport were not represented, and that overall, the report did not represent the interests or achievements of members.

Mr Spencer's comments were acknowledged by the CEO who said that he would welcome written comments to advise on the Annual Report content in future years.

David Rossetter then suggested that future Annual Reports should clearly identify which parts were 'British,' i.e. covering all four Home Nations, and which were English. For those items of activity that were not entirely British, the report should be implicit in stating where the activity was taking place.

Mr Rossetter also asked why the National Centres had not been consulted on the Strategy. He was informed that the Home Nations (Scottish Canoe Association, Canoe Wales and the Canoe Association of Northern Ireland) were all consulted and they had been invited to advise how consultation was managed within their Associations.

Further comments on the ambitious nature of the Strategic Plan were made, and questions were asked in relation to how the membership would be increased from 33,000 to 75,000, particularly as the regional development officer team had been reduced in number. The CEO agreed that the situation was challenging; however, evidence suggested that there were circa 200,000 people paddling every month, the majority of whom were not members, and that it was planned to engage with them to encourage them to become members.

The Annual Report was then approved by consensus.

8. To Adopt the Accounts for the Financial Year 1.11.15. to 31.10.16.

The Vice Chairman spoke to the accounts. These presented a small year-end surplus. He provided some detailed information regarding major sources of income and areas of expenditure. There were no questions to the accounts.

The accounts were adopted by consensus.

9. To Appoint 'Haysmacintyre' as the Auditors for the Financial Year 1.11.16 to 31.10.17, and to Authorise the Directors to fix their Remuneration

The Vice Chairman explained that there would be a tender process in the forthcoming year as Haysmacintyre had been accountants for British Canoeing for a very long time.

The accountants were approved by consensus.

10. To Consider the Motion Proposed by Teresa Gregory and Ivan Lawler

Mr Ivan Lawler spoke to this motion, which called for the Board to become more accountable for athlete welfare within the Talent and World Class Programmes and to ensure thorough, robust policies and practices. The Chair confirmed that these were important matters for the Board and agreed that all aspects of welfare must be at the heart of the sport. The Chair confirmed that this item was already on the agenda for the next Board meeting (the following day) at which the new President would be in attendance and that the Board would require that matters within the AGM motion should be reported to the Board during the next few months.

This proposal was approved by consensus.

11. Any Other Business

The Chairman confirmed that the draft minutes would be made available on the website, together with minutes from the earlier EGM and an amended copy of the revised Articles.

The Chairman thanked everyone for attending and for their continued work in support of British Canoeing, and wished them a safe journey home.

Item 4 – ‘Matters arising from the minutes of the 37th Annual General Meeting held 25 March 2017’

Progress report on the work undertaken in 2017 around athlete welfare and wellbeing

Introduction

This report from the Board of British Canoeing provides an update on the work on athlete welfare and wellbeing that has been completed during the past twelve months. **Appendix 1** responds specifically to the points raised within the motion which was raised at the AGM in 2017. The original motion is attached as **Appendix 2**.

Our position on Athlete Wellbeing

We want to be world leading in the field of athlete welfare across our Olympic, Paralympic and England Talent programmes. Significant progress has been made in this area since last year. There has been a major shift in philosophy in which athletes are now consistently and proactively put at the heart of all our programmes. Our vision for Performance Wellbeing is; “For all athletes, staff and volunteers to thrive in a performance environment that allows them to fulfil their potential and to reflect positively on their experiences.”

Some significant new developments in 2017

There have been several significant developments in this area of our work in 2017. These include;

- **Clear lines of accountability have been confirmed by the Board for the World Class Programme.** The Board holds the Chief Executive Officer (CEO) accountable for all aspects of the programme and recognises that the responsibility for delivery of much of this rests with the Performance Director (PD). The CEO and PD work very closely together and have reported progress to each meeting of the Board since June 2017.
- **The appointment of Paul Ratcliffe as Performance Director from May 2017.** Paul was previously Head Coach of the slalom programme, which has been characterised by an athlete centred and open performance focused approach which produces motivated, empowered and successful athletes.
- **The appointment of three new Head Coaches** in each of the Slalom, Sprint and Paracanoe programmes. Each was appointed because of their athlete centred approach, high level performance ability and their fit with the new philosophy established within the World Class Programme.
- **The creation of an Performance Wellbeing Group (looking at athlete welfare),** consisting of current and recently retired athletes, coaches and support staff, independent members, a representative of the British Athletes Commission and members of the governance team within British Canoeing. The group is chaired by the athletes and has had a hugely positive impact during the last 12 months.
- The **Performance Wellbeing webpage** has been created and simplified access to relevant policies and guidance: <https://www.britishcanoeing.org.uk/olympic-paralympic/performance-wellbeing/>.
- The Performance Wellbeing Group has created a **Wellbeing Action Plan** which identified the key areas of improvement. Great progress has been made during 2017 to tackle key issues such as selection policies, athlete representation and planning for athletes leaving the programme, with still more to do in 2018.

- **We appointed Zofia Campbell as the Athlete Wellbeing Coach.** Zofia works exclusively with the athletes and staff in the delivery of the Wellbeing Plan, but is also a key contact for athletes that have any concerns around culture and welfare.
- **The creation of an Athlete Representatives Group** for the programme. This has helped the process of ensuring the views of the athletes are heard within the programme and provides an opportunity to formally consult with athletes around key developments. Feedback mechanisms from the Athlete Representative Group to Board and Performance Leadership Team (PLT) are in the process of being established.
- There has been a **review of our Safeguarding policy and procedures**, including case management. A **new independent safeguarding specialist** was appointed to support our work in this area in January 2017.
- There have been some **improvements in the England Talent Programme** level of communication with athletes, parents and club coaches. Selection processes have been more clearly articulated and were published widely.

More developments planned in 2018

If we are to become world leading in this area, then there will always be a need to seek out continuous improvement. Whilst considerable progress was made in 2017, many of these actions will need to be fully embedded in 2018. There will also be further new developments in this next year. These include but are not limited to;

- Targeted communication about Performance Wellbeing and Safeguarding training at our Sprint talent groups to reach those that have not yet attended presentations.
- Better promotion and understanding of our centralised but flexible High Performance Centre philosophy.
- Focus on developing all coaches and athlete groups with high quality support to allow them to thrive; developing the 'teamship' in the coaching teams to enable strong units to develop and be ready to handle the pressure for Olympic qualification in 2019.
- Development of individual coach development programmes that enable the coaches to maximise athlete performance; and maximising UK Sport elite coaching programmes for the development of our coaches.
- Work to be completed to establish British Canoeing values which are being developed by athletes, staff and key volunteers.
- Replicate the Slalom programme's letters to education institutions within the Sprint programme; collection and analysis of programme exit interview feedback; repeat successful University Open Days for promoting education alongside training; our Performance Lifestyle Advisor to work collaboratively with the Performance Wellbeing Coach to promote the value of continuing education and/or Continuous Professional Development (CPD) alongside the programme.
- Conduct diversity and unconscious bias training across all British Canoeing staff.
- Collaborate with the British Athletes Commission (BAC) to ensure Athlete Reps are well trained to listen to athletes and manage and escalate concerns.
- Distribute leaflets to parents of athletes on the Sprint programme at upcoming camps; plan and roll out of parent/carer development workshop sessions for parents of England Talent programme athletes.

Appendix 1

This Appendix provides more detailed evidence of progress against the specific concerns that were raised at the AGM in 2017. The original points (and lettering) have been retained for reference.

CULTURE

Concerns raised at the 2017 AGM

- a) Protection of athletes from a 'no compromise' mentality that regards them only as short term medal prospects.*
- n) A genuine sense of a world-class team with the staff and athletes pulling together and a complete move away from a culture of fear and coercion.*
- v) A review of the current single location policy for all athletes, especially in the light of the football and cycling revelations, where isolation from friends and families made young athletes vulnerable. What assessment has been done to show this policy will lead to best results for individual athletes?*

Actions taken:

UK Sport introduced a new process to assess the athlete wellbeing and culture within each funded sports programme. Results from 2017 showed that our Slalom and Paracanoe programmes have strong and positive cultures, whereas there were some serious concerns identified within the Sprint programme that needed to be addressed. Significant action has already been taken in several areas and progress will again be reviewed and reported in 2018. We expect the results to improve across all three programmes in 2018.

Some of this progress which responds to the 3 bullet points above includes;

1. The creation of the Performance Wellbeing Group to consider culture and make plans to improve culture.
2. The appointment of a Performance Wellbeing Coach to ensure staff and athlete wellbeing remains an ongoing focus.
3. A significant amount of work has been undertaken to communicate athlete wellbeing as a priority for the organisation and to promote the Performance Wellbeing Coach as accessible to athletes and parents. This work has included:
 - 3.1 Presentations about Performance Wellbeing and the PWG to coaches, athletes and some parent groups;
 - 3.2 Leaflets and business cards have been distributed describing the Performance Wellbeing vision and containing the Performance Wellbeing Coach's contact details;
 - 3.3 The launch of the Performance Wellbeing webpage containing articles, videos, policies, guidance, and contact details;
 - 3.4 The revised Athlete Handbook has been distributed to programme athletes;
 - 3.5 The inclusion of Performance Wellbeing information in formal athlete induction processes and in the new Athlete Handbook.

4. Our 'centralisation philosophy' describing the rationale for an athlete to train at a High Performance Centre and emphasising that this is not mandatory, has been published on the Performance Wellbeing webpage.
5. Documented induction processes are now in place for HPP, LV and remote athletes.

SAFEGUARDING

Concerns raised at the 2017 AGM

- t) ***Access to genuinely independent safeguarding review and support.***

Actions taken:

6. The Safeguarding Policy and procedures have been reviewed.
7. The case management processes have been revised.
8. A new Chair of the Case Management Group, Gill Camina has been appointed together with new independent members of the Case Management Group.
9. We have appointed a new Paralegal, James Unsworth to work on case management within British Canoeing.
10. Bespoke safeguarding courses have been provided to most of our coaching and support staff; the remaining coaches are to receive this training in 2018.
11. Safeguarding information including our policies, reporting processes and relevant internal and independent contact details have been published on the Performance Wellbeing webpage and promoted at athlete presentations.
12. Our whistleblowing policy has been revised and published.

COACHING

Concerns raised at the 2017 AGM

- b) ***Experienced world-class coaching with a record of accomplishment and continuous assessment - how can athletes be required to give up life chances and commit to a programme without this.***

Actions taken:

13. The Sprint programme has been re-structured within the last 12 months and a world leading Head Coach, Rene Olsen has been appointed. This has brought about a huge change to the previous leadership philosophy. This has been positively received by the programme.
14. New Head Coaches are in place for all three programmes that have high quality coaching experience and a vision to be the best in the world.
15. New coaching teams are in place at LV and HPP for the World Class Programmes with a good balance of high quality experienced staff and new developing coaches. All new coaching recruitment processes have included full athlete involvement as well as an experienced panel and delivery of practical sessions.

16. New staff are required to undertake a comprehensive induction process to ensure that a detailed understanding of our expectations, their responsibilities and our ways of working are delivered.
17. Continuity of quality coaching provision is identified as an important component in developing successful athletes, and so effective appraisal of coaches is vital. All coaches are subject to annual performance reviews and have individualised development plans.
18. A Coach Development Strategy is in place which includes the roll out of a bespoke workshop programme to build on the competencies of our coaches.
19. A new Coach Development role started on 1st January 2018 to support the Head of Performance Coaching to work with the England Talent Team.
20. The online tool 'Goalscape' is in use to track and monitor the goals and CPD of coaching staff.

STAFF:***Concerns raised at the 2017 AGM***

- c) ***World-class management with commitment and dedication equal to that of the athletes.***
- d) ***A shift of emphasis from staff employment-security to athlete protection from coaches and management with tenure of position, without review – staff that DO perform should be protected from unfair discrimination.***
- m) ***Constant oversight of the management of the Performance Department that is informed, robust, professional, helpful, and appropriately critical.***

Actions taken:

21. The Board has established a proper line of sight and accountability for the World Class Programme through the CEO and PD. Clarity has been established that the PD is accountable to the CEO, who in turn is fully accountable to the Board.
22. The PD and CEO meet regularly to consider key strategic, policy and programme matters.
23. The PD produced board reports against strategic objectives including athlete welfare and has presented at each of the board meetings since his appointment.
24. New staff have been recruited to the Performance Leadership Team, including the PD, Head Coaches and a Head of Performance Support (EIS).
25. A representative from the English Institute Sport (EIS) – designated as a Performance Lifestyle Advisor – sits on the Performance Wellbeing Group to ensure work in this area is joined up and consistent across British Canoeing and the EIS.
26. A whistleblowing policy (including reporting routes) has been produced and published on the Performance Wellbeing webpage.
27. There is quarterly reporting of accounts to the Finance and Audit Committee, Finance Manager, CEO and UK Sport.
28. The programme is subject to the scrutiny of UK Sport in the annual UK Sport Mission review with independent peer review.
29. An annual independent Culture Health Check was conducted on the World Class Programme and findings fed back to the board and all athletes and staff, with action plans emerging from these reviews. This will be an annual improvement process.

ATHLETES LEAVING THE PROGRAMMES

Concerns raised at the 2017 AGM

- e) Preparation of athletes for life after elite sport by supporting their individual education and career development alongside their athlete career.*
- f) Performance staff, with their own education and career secured, must work with our athletes to secure the same life-long opportunities for them alongside their sport.*
- h) Personal and respectful management of de-selection and routine immediate access to support and mediation if required.*
- g) Assistance with whole-life planning and career settlement following an elite athlete career.*
- i) A full programme of support with recovery and train-down after injury or retirement.*

Actions taken:

- 30. There has been much better integration of our Performance Lifestyle (PL) Advisor in the past 12 months and communications such as the Athlete Futures newsletter have improved athletes' awareness of Performance Lifestyle (PL) support.
- 31. The PATH transition policy has been created and is in place for Slalom and Sprint England Talent programmes. This policy details the process for communicating any risks of de-selection in a sensitive and timely manner and the support offered to athletes in the 3-6 months post-transition.
- 32. A three month transition period and funding for athletes exiting the programme has been introduced for all World Class Programme athletes.
- 33. The revised Athlete Handbook now contains a section about transitioning off World Class Programmes, including information around the continued support on offer for 3-6 months after leaving the programme (performance support, APAs and access to Performance Lifestyle services).
- 34. Our Performance Lifestyle Advisor is working closely with coaches and programme managers to make sure future planning and CPD is discussed in Athlete Development Meetings (ADMs).
- 35. Exit surveys have been written for athletes leaving talent and World Class Programmes. These include questions seeking feedback on the programme, reflections on personal development, highlighting the valuable skills they have gained and signposting to information about volunteering or working in sport.
- 36. A standardised letter template has been written for Slalom talent athletes to go to educational institutions emphasising our commitment to dual careers in sport and education.
- 37. The England Talent programmes ran a University Open Day in conjunction with Performance Lifestyle and local university representatives to present information about education alongside a sporting career and the support available from universities.
- 38. The Head of Performance Coaching ran a pilot training day for 18 young athletes interested in coaching. It included coach education and practical sessions. Plans are ongoing to run similar sessions on an annual basis following squad selections in order to offer outgoing athletes an opportunity to gain coaching skills and encourage them to remain within the sport.

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39. The Performance Wellbeing Coach is working closely with the British Athletes Commission to arrange valuable training and development opportunities for the new Athlete Rep Group which will be accessible to all future Athlete Reps.

SELECTION

Concerns raised at the 2017 AGM

- s) *An Athlete Performance Award framework that gives clarity and greater certainty of income.*
- q) *An appeal process that is accessible, fair, transparent, and not damaging to future selection or participation.*
- u) *Selection processes that are simple, clear, fair, and transparent – built WITH the athletes that must achieve them. Would any British Canoeing board member accept a vague performance target, that determines their entire year's outcome, that will only be clarified, without negotiation or appeal, AFTER they have accomplished the whole year's work?*

Actions taken:

- 40. An Athlete Performance Award Framework has been written that includes a clear diagram explaining matrix results. This has been added to the Performance Wellbeing webpage.
- 41. Clearer objective matrix and rankings of performance have been established to select up to 50 Olympic Programme athletes and up to 17 Paracanoe Programme athletes annually.
- 42. 'First past the post' objective selection policies have been established that have had full consultation across all three disciplines. These are also in line with the strategic objectives of each programme to maximise performances in Tokyo.
- 43. New appeals processes have been established within the selection policies that outlines a fair appeal process with the final stage providing for independent resolution.
- 44. Increased clarity around likelihood of income for elite athletes and development athletes relocating to a High Performance Centre. E.g. Top 8 athletes in the world will receive a nomination for funding support for two consecutive years provided they achieve results in-line with the APA matrix and agree individual targets.
- 45. The Athlete Handbook contains information about our performance matrices and APA framework.
- 46. Athlete briefing sessions have been planned in early 2018 giving staff an opportunity to explain selection policies and answer any questions that athletes may have.

EQUALITY

Concerns raised at the 2017 AGM

- j) *Robust protection from discrimination and unfair practices.*

Actions taken:

- 47. All British Canoeing staff must undertake face to face equality and diversity training.

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48. Performance Wellbeing presentations have been delivered with performance staff to raise awareness of this area. The coach induction training sessions that were held in October 2017 will be delivered annually, providing a refresher on topics including Performance Wellbeing and Safeguarding.
 49. A whistleblowing policy has been written that is accessible to all athletes and parents. Information on how to report any concerns has been summarised and simplified on the Performance Wellbeing webpage and links to the whistleblowing policy.
 50. The Performance Wellbeing Coach is working with the EIS Sport Services Manager to ensure practitioners (including temporary or casual) have relevant qualifications and safeguarding training.

REPRESENTATION

Concerns raised at the 2017 AGM

- k) Representation of recent and current athletes in the development and management of the Performance Department programme.*
- l) Elite athlete representation to the board.*

Actions taken:

51. An Athlete Representatives Group has been created involving eight athletes from across all three disciplines. Role descriptions have been written and initial meetings have taken place.
52. The Athlete Representatives Group will use various communication channels to seek out feedback from programme athletes and as a mechanism for providing support and advice to fellow athletes.
53. The Group will have direct access to senior performance staff and the Board. The Chair and Vice Chairs of the Athlete Representative Group will report a minimum of twice a year to the Board to update on the group's projects and to raise any concerns from the athlete population. A member of the group will attend all Performance Wellbeing Group meetings to update on the culture within the programmes and raise any concerns.
54. Informal meetings between Performance Leadership Team members, Board members, and the Athlete Rep Group members are encouraged: introductions will be made and contact details shared accordingly.
55. Current and recently retired programme athletes are members of the Athlete Wellbeing Group. The Group, which will identify areas for improvement and then oversees the work to resolve these, is chaired by athletes.

STAKEHOLDERS

Concerns raised at the 2017 AGM

- o) Recognition that adult athletes do not receive a living wage and remain dependent on their parents or other support – include and acknowledge such stake-holders wherever possible.*
- p) Inclusion of the parents and club coaches of junior elite athletes at all times and acknowledgement of their role as part of the team in the success of a junior athlete.*

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- r) Challenge of external pressures, even from government or funding bodies, if they do not support our policy for Elite Athlete Welfare.***

Actions taken:

- 56. Both Sprint and Slalom England Talent programmes send out regular newsletters to parents to keep them informed on programme activities. Performance Wellbeing information has been distributed via these routes.
- 57. Leaflets describing Performance Wellbeing and the Performance Wellbeing Coach's contact details have been provided to parents of athletes on the Slalom England Talent programme at camps.
- 58. Parents and athletes were invited to presentations with the Performance Wellbeing Coach at Lee Valley to discuss Performance Wellbeing and received relevant contact details.
- 59. A coach conference was held in November at which a number of the Performance Team and athletes presented to club coaches, providing valuable relationship building opportunities.
- 60. A Racing Skills Programme was launched on 13th January 2018. Six sessions will be happening this year in which club coaches, parents and athletes will come together to learn and share knowledge. The programme is open to all disciplines.
- 61. Guidance was distributed to club coaches to help none programme athletes that attend our profiling days to interpret the results.
- 62. Our Talent Club Partnership programme has encouraged engagement and discussions with clubs around how they can enhance their development environment.
- 63. Club coaches in the South West were recognised for a recent resurgence of athletes coming from this area (Taunton and Wyedean) by sending them a letter of recognition.
- 64. Each regional England Talent coach has a club coach engagement remit embedded within their work programme. This might involve, for example, delivering regular sessions within club environments and facilitating training days within regions.
- 65. The Performance Wellbeing group provided feedback on UK Sport's Athlete Agreement, of which some points were taken to UK Sport with requests for updates to the contract.

Appendix 2

‘Motion proposed by Teresa Gregory and Ivan Lawler’

We submit the following item for discussion at the annual general meeting of British Canoeing on the 25th March 2017:

For athletes engaged in elite sport, the current safeguarding measures for protection from abuse are not enough. We call upon the board of British Canoeing to take the initiative to **promote welfare** through policies and practices based on fair play and respect – basic human rights and the basis of all competitive sport. Performance and welfare are mutually beneficial in elite sport.

All the following details form part of this item for discussion, to provide members with further information:

1. The set of circumstances that have brought about the item at this AGM:
 - The launch of the 2017-2021 Strategy for British Canoeing;
 - A new chairman, and other board members, and the new CEO now with a whole year’s experience;
 - A new Olympic cycle and staff changes in the Performance Department*, not least the imminent appointment of a new Performance Director;
 - Various recent investigations into events in sports such as football, cycling and, sadly, canoeing;
 - Simon Morton, UK Sport chief operating officer, indicating that there are **so many** investigations into problems in elite sport, that a full time dedicated unit is under consideration;
 - The governments’ 2015 Sporting Future report that launched Tanni Grey-Thompson’s Duty of Care in Sport review;
 - British Canoeing, awarded one of the largest grants to an Olympic sport in the UK again, has the obligation, not just to win medals, but also to **seize the initiative in securing athlete welfare** too.

For our current generation of athletes, making life-changing decisions, next year’s AGM will be too late, we propose that the board acts now to recruit a Performance Director that will task the whole Performance Department to put athlete welfare at the forefront of everything they do and thereby to secure greater sporting results and better life-long outcomes for the whole person that chooses to become an athlete in British Canoeing’s Performance Programme.

To continue to have world-beating athletes we need world-leading welfare in which ALL our athletes, at every stage in the programme, are respected as complete individuals and the most valuable assets within the programme.

-
2. We propose that a British Canoeing Elite Athlete Welfare Programme should report annually to the board and include:
- e) protection of athletes from a 'no compromise' mentality that regards them only as short term medal prospects
 - f) experienced world-class coaching with a record of accomplishment and continuous assessment - how can athletes be required to give up life chances and commit to a programme without this
 - g) world-class management with commitment and dedication equal to that of the athletes
 - h) a shift of emphasis from staff employment-security to athlete protection from coaches and management with tenure of position, without review – staff that DO perform should be protected from unfair discrimination
 - i) preparation of athletes for life after elite sport by supporting their **individual** education and career development alongside their athlete career
 - j) performance staff, with their own education and career secured, must work **with** our athletes to secure the same life-long opportunities for them alongside their sport
 - k) assistance with whole-life planning and career settlement following an elite athlete career
 - l) personal and respectful management of de-selection and routine immediate access to support and mediation if required
 - m) a full programme of support with recovery and train-down after injury or retirement
 - n) robust protection from discrimination and unfair practices
 - o) representation of recent and current athletes in the development and management of the Performance Department programme
 - p) elite athlete representation to the board
 - q) **constant oversight of the management of the Performance Department that is informed, robust, professional, helpful, and appropriately critical**
 - r) a genuine sense of a world-class **team** with the staff and athletes pulling together and a complete move away from a culture of fear and coercion
 - s) recognition that adult athletes do not receive a living wage and remain dependent on their parents or other support – include and acknowledge such stake-holders wherever possible
 - t) inclusion of the parents and club coaches of junior elite athletes at all times and acknowledgement of their role as part of the team in the success of a junior athlete
 - u) an appeal process that is accessible, fair, transparent, and not damaging to future selection or participation
 - v) challenge of external pressures, even from government or funding bodies, if they do not support our policy for Elite Athlete Welfare
 - w) an Athlete Performance Award framework that gives clarity and greater certainty of income
 - x) access to **genuinely independent** safeguarding review and support
 - y) selection processes that are simple, clear, fair, and transparent – built WITH the athletes that must achieve them. Would any British Canoeing board member accept a vague performance target, that determines their entire year's outcome, that will only be clarified, **without negotiation or appeal**, AFTER they have accomplished the whole year's work?
 - z) a review of the current single location policy for all athletes, especially in the light of the football and cycling revelations, where isolation from friends and families made young athletes vulnerable. What assessment has been done to show this policy will lead to best results for **individual** athletes?

We submit this item for discussion and call upon the board and members of British Canoeing to establish an Elite Athlete Welfare Programme that will signify our whole-hearted commitment to enlightened sporting success.

Teresa Gregory

Ivan Lawler

Copied to Tracey Crouch, Tanni Grey-Thompson, British Athlete Commission

*Performance Department = British Canoeing's UK Sport funded Olympic World Class programme

**BRITISH CANOEING
EXTRAORDINARY GENERAL MEETING MINUTES**

Company number - 1525484

Held at Macdonald Manchester Hotel, London Road, Manchester, M1 2PG

On Saturday 25th March 2017 at 2.30pm

In Attendance:

Voting Members:

Alan Laws; Andrew Jackson; Andy Maddock; Andy Maxted; Carl Von Berg; Helen Slater; Cathy Wynne; Chris Arrowsmith; Chris Hawkesworth; Christine Laws; Derek Playford; Colin Woodgate; Dave Spencer; Dr Tim Brabants; George Wynne; Graham Lyon; Greg Spencer; Howard Blackman; Ivan Lawler; Jane Gibson; Jacqui Best; Jim Rossiter; Jenny Spencer; Joe Parkin; John Anderson; Kevin Dennis; Lee Pooley; Linda Pooley; Mary Smith; Mike Chandler; Paul Carroll; Paul Ratcliffe; Peter Schofield; Peter Thorn; Richard Bowyer; Sam Rankin; Stan Missen; Sue Hornby; Teresa Gregory Terry Best; Stuart Smith SCA; Brian Chapman SCA, Ashley Hunter CANI; Liz McCreery CANI; Mo Moule; Peter Moule; David Walton; Andy Train; John Chamberlin; Dave Rossetter SCA; Mark Butland; David Wakeling Canoe Wales, Victor Buckley, John Griffiths

British Canoeing Board Members:

Clare Dallaway; David Belbin; Dee Paterson; James Fry; Richard Boreham; Stephen Craig CANI; Bronagh Kennedy; Steve Linksted; David Joy, Chief Executive, Professor John Coyne CBE, Chairman.

Other Staff Members in Attendance:

Urvashi Naidoo, Mandy Delaney, Susan Hicks, Lisa Bryant, Rob Knott, Ruth Norfolk, Laura Peberday, Rebecca Lovatt, Heather Williams, Gemma Wiggs.

Apologies:

Albert Woods OBE, Greg Smale, Paul Manders, Roger Fox, Colin Broadway, Tim Scott, Alan Williams, Duncan Winning, David Green, Adam-Peter Gair, Mike Sunderland.

1. Welcome by Professor John Coyne CBE, Chairman, British Canoeing

The Chairman explained that the Board of British Canoeing was recommending a number of changes to the Articles of the Company, for approval at this EGM. This would be the only item for this meeting.

2. Appointment of Tellers

Jenny Spencer, David Wakeling and Derek Playford were proposed by Chris Arrowsmith and seconded by Carl Von Berg.

The Tellers were appointed by consensus.

3. The Withdrawal of Some Proposals

The Chairman confirmed that the Board had withdrawn its proposals to make changes to the way the President be appointed and proposals to introduce a position of President Elect – i.e.

that proposals 12 and 13 to make changes to Articles 56 and 57 respectively were withdrawn, and that the provision within the current Articles in relation to the appointment of the President would apply.

The Chairman confirmed that the Board was also withdrawing its proposal to create a new post of Life President – proposal 15.

The Chairman confirmed that the meeting would proceed to consider the other changes to the Articles which were predominantly ‘tidying up’ matters or changes necessary to ensure British Canoeing move appropriately towards governance compliance targets set by Sport England and UK Sport.

The Chairman outlined that these proposals were not to be presented in the numerical order in which they appeared in the Articles. They were considered under the following headings, so that proposals which were linked could be considered logically together.

1. Definition of Independent Director (Number 1 on Proxy Form)
2. Proposals to clarify appointment and terms of Directors (Number 9 on Proxy Form)
3. Proposal to bring clarity to the appointment process for the Chair (Proposal 10 on Proxy Form)
4. Proposal for Chair to act as Chair at the AGM (Number 8 on Proxy Form)
5. Proposal to create the role of Vice Chair and Senior Independent Director (Number 6 on Proxy Form)
6. Proposal name change to Honorary President. – Other proposals withdrawn. (Proposal 4 on Proxy Form)
7. Proposal to amend Quorum for Board (Proposal 16 on Proxy Form)
8. Proposal to remove Article 76 (Proposal 17 on Proxy Form)

It was confirmed that Proposals 2, 5, 12, 13 and 15 on Proxy Form had been withdrawn. As these were withdrawn the Miscellaneous Proposals 3, 7, 11 and 14 on Proxy Form were no longer necessary and were also withdrawn.

4. The Voting Process

It was noted that proposals under each heading would be presented, each of the proposals and resolutions would be discussed and considered and then voted upon individually.

There were 58 votes in the room. 575 Proxy votes had been received. Some of the proxy votes has already been cast for or against a motion, whilst other proxy votes were being held in the room. Votes in the room, proxy votes cast and proxy votes held in the room would all be taken separately and then added up for each motion.

The Chairman confirmed that all of the proposals were Special Resolutions and required a 75% majority to be approved.

1. DEFINITION OF INDEPENDENT DIRECTOR

Under para 1b on page 11 of the Articles (Number 1 on Proxy Form)

That the Definition of “Independent Director” be amended to:

- | | |
|------------------------|--|
| “Independent Director” | a Director of the Company, appointed by the Board, who is not: <ul style="list-style-type: none">a) a member of any committee <u>within British Canoeing, other than a committee of the Board</u>, established by the Board;b) a director of, or a member of any committee established by, any National Association;c) a chairman or secretary or treasurer of any Member club; ord) an individual whose primary employment or source of income is a canoeing trading activity; |
|------------------------|--|

The Chief Executive presented the rationale for the Proposal:

The wording was simply an addition for clarification. The Committees of the Board included the Audit and Finance Committee, the Governance and Risk Committee and the HR, Remunerations and Nominations Committee. These three committees of the Board were made up of Board Members and had delegated powers to carry out Board business. Independent Directors were of course eligible to sit on these committees, but must not have any political or commercial interest in the sport and so must not sit on any other committees within British Canoeing.

Votes for: 550

Votes against: 39

Absentions: 5

This motion was approved by a majority greater than the required 75%.

2. PROPOSALS TO CLARIFY APPOINTMENT AND TERMS OF DIRECTORS

Article 49 on page 22 of the Articles – (Number 9 on Proxy Form)

That Article 49 be amended as follows:

49. Subject to Article 52 a Director so appointed shall serve for an initial ~~four year~~ term of up to four years from the date of the annual general meeting at which his appointment was ratified pursuant to Article 16c. Upon the expiry of this initial term the relevant Director will be eligible for re-appointment for a further term of four years but after completing the maximum of two consecutive terms a director shall not be eligible for re-appointment for the next four years. This Article shall not apply to the Chief Executive of the Company (from time to time) whose term of office shall run concurrently with his term as Chief Executive of the Company. ~~Having regard to the constitution of the Board at the date of the adoption of these Articles (the Adoption Date) the Board shall nominate 3 Directors whose first term of office shall be deemed to have commenced two years prior to the Adoption Date and will accordingly, be eligible to serve a second four year term upon re-appointment on the second anniversary of the Adoption Date. In the event that the Board is unable to resolve the~~

~~identity of all of such 3 Directors, those Directors having held office for the longest period of time shall fill any vacancy. All other Directors shall be deemed to have commenced their first term in office on the Adoption Date.~~

The Chief Executive presented the rationale for the Proposal:

The change proposed simplified the Article by removing the dates. It retained compliance with the UK Code of Sports Governance with a maximum of 2 terms of 4 years and a break of 4 years before a reappointment would be possible. It clarified when Term of Office Commences for each Director. It allowed for Directors to be appointed for up to 4 years from AGM ratification in the first term. The Board was working on bringing clarity and transparency to the term of appointment for each Director and was to consider this at its next meeting on 26th March 2017. Once this had been approved, this information would be included within the Governance Policy of the Board and be made publicly available on the web sites. This would state clearly the term of appointment for each Director.

Votes for: 551

Votes against: 34

Abstentions: 4

This motion was approved by a majority greater than the required 75%.

3. PROPOSAL TO BRING CLARITY TO THE APPOINTMENT PROCESS FOR THE CHAIR

Article 50 on page 22 (Number 10 on Proxy Form)

Chairman

50. The Board shall appoint ~~from their number~~ a Chairman following an open, publicly advertised recruitment process. The Chairman shall ~~to~~ serve for an initial four year term, (subject to Articles 49 and 52) from up to the annual general meeting ~~in the calendar year that follows the Summer Olympic Games~~ following his appointment (pursuant to Article 16c). Upon expiry of this term the Chairman will, subject to Articles 49 and 52, be eligible for re appointment for one further four year term ~~to the annual general meeting that first occurs following the next Summer Olympic Games.~~. For the avoidance of doubt, the position of the Chairman shall be vacated upon any holder of that office ceasing to be a Director of the Company. After completing the maximum of two consecutive terms a Chairman shall not be eligible for re-appointment as a Director for the next four years.

The Chief Executive presented the rationale for the Proposal:

This reflected the practice for the appointment of the Chair on the last two occasions. The Board was clear that it was desirable to clarify the term of office. It was a requirement of the Sports Governance Code (Article 2.6) that the Chair be recruited through a transparent advertised process.

Votes for: 552

Votes against: 30

Abstentions: 6

This motion was approved by a majority greater than the required 75%.

4. PROPOSAL FOR CHAIR TO ACT AS CHAIR AT THE AGM

Article 24 on page 16 (Number 8 on Proxy Form)

That Article 24 be amended as follows:

24. The Chairman ~~President~~ or, in his absence, the Vice-Chairman shall preside as chairman at every general meeting, but if there be no such person present within 15 minutes after the time appointed for holding the same, or if all such persons present shall be unwilling to preside, the Full Individual Members present shall choose some Director to preside, or if no such Director be present, or if all the Directors present decline to take the chair, the Full Individual Members present shall choose some Full Individual Member who shall be present to preside.

The Chief Executive presented the rationale for the Proposal:

This was proposed as part of the measures to bring clarity and separation between the roles of the Chair and the President. The Articles were clear that the Board had the powers to run the Company on behalf of the members and the Chair of the Board carried the lead responsibility for this. The AGM and any General Meetings were an important part of the Governance process, for which the Board was responsible. It was appropriate therefore that the Chair, as a Director of the Company, should chair such proceedings.

Brian Chapman stated that whilst he supported this proposal, that it would be good practice to include in future AGM agendas, an opportunity for the President to report back to the membership on an annual basis.

Votes for: 172

Votes against: 34

Abstentions: 392

This motion was approved by a majority greater than the required 75%.

5. PROPOSAL TO CREATE THE ROLE OF VICE CHAIR AND SENIOR INDEPENDENT DIRECTOR

Definitions on Page 12 (Number 6 on Proxy Form)

That a new definition of "Vice Chairman" be included.

"Vice-Chairman" the person appointed by the Board, from time to time, as Vice-Chairman of the Board.

The Chief Executive presented the rationale for the Proposal:

New post created to operate as the Senior Independent Director as per the mandatory requirements of Sports Governance Code. (Article 1.20)

Votes for: 536

Votes against: 39

Abstentions: 13

This motion was approved by a majority greater than the required 75%.

6. PROPOSED NAME CHANGE TO OFFICE OF THE PRESIDENT (Number 4 on Proxy Form)

That the definition of "President" is amended:

"Honorary President" the person appointed from time to time to be Honorary President of the Company in accordance with Article 56,

With subsequent name change throughout the Articles.

All other Board proposals in relation to Article 56 had been withdrawn.

The Chief Executive presented the rationale for the Proposal:

It was proposed that the title of the President be amended to indicate that the post was not an Executive one. The post was a Non Executive, non-voting Board Member post which was essentially ceremonial.

Andy Train then stated that he did not agree with the general conduct of the EGM proceedings, and felt that the Board were being underhand by proposing that the President's title was changed. The CEO responded that it was a simple proposal, and if rejected, the title would revert back to 'President.'

Votes for: 83

Votes against: 503

Abstentions: 4

This motion did not achieve the required 75% majority and was therefore not passed.

7. PROPOSAL THAT THE QUORUM OF THE BOARD BE CHANGED

Page 26 That Article 64 (previously Article 63) be amended as follows: (Number 16 on Proxy Form)

~~643~~ The quorum at board meetings shall be 50% of Directors entitled to vote at the Board meeting. ~~A majority of the number of Directors who are appointed to the Board.~~

The Chief Executive presented the rationale for the Proposal:

It was for clarification purposes as the previous reference to appointed Directors was confusing.

A question was raised on whether this was a majority or not and it was suggested that the proposed amended wording was also ambiguous. Greg Spencer suggested that this should be brought to the next AGM with clearer wording.

Votes for: 93

Votes against: 92

Abstentions: 398

This motion did not achieve the required 75% majority and was therefore not passed.

8. PROPOSAL THAT ARTICLE 76 BE DELETED (Number 17 on Proxy Form)

~~76. The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors.~~

The Chief Executive presented the rationale for the Proposal:

It was not considered good governance to suspend or relax regulations relating to voting on a conflict.

Votes for: 534

Votes against: 56

Abstentions: 5

This motion was approved by a majority greater than the required 75%.

Chris Hawkesworth raised a question regarding whether the votes to abstain were taken as against. The Chairman took a short break to take advice on this question.

The meeting reconvened and the Chairman confirmed that as the British Canoeing Articles were silent, then Company Law would prevail and Company Law provides that a vote to abstain is not counted as for or against.

The Chairman then asked Susan Hicks, British Canoeing Finance Manager, to confirm the voting for each of the motions. It was confirmed that motions 1, 9, 10, 8, 6 and 17 on the proxy form had been passed by the required 75% majority and that motions 4 and 16 on the proxy form had not been passed.

The Chairman brought the EGM to a conclusion and invited the attendees to take a short break and then reconvene for the AGM.

Item 6 – ‘To consider any matters arising from the Extraordinary General Meeting held 25 March 2017’.

Item 7 – ‘To adopt the accounts for the financial year 1.11.16 to 31.10.17’.

The Financial Accounts will be circulated as a separate document to these papers and are circulated for adoption by the members at the AGM.

A copy of the Financial Accounts will also be posted on the website with the AGM papers.

Item 8 – ‘To appoint Haysmacintyre as the Auditors for the financial year 1.11.17 to 31.10.18, and to authorise the directors to fix their remuneration’.

At the AGM in 2017, the appointment of auditors was discussed and notice was given to tender for the auditors for 2017. At the July Finance and Audit Committee meeting this was discussed. It was noted that British Canoeing obtained good value from Haysmacintyre and that the fees were very reasonable and offered excellent value for money.

It was further noted that Haysmacintyre are the firm with the most relevant sports sector experience and audit the around 20 other National Governing Bodies (NGB's) and are building up excellent industry experience. British Canoeing benefits considerably from being able to take part in interest group discussions with other NGBs, convened by Haysmacintyre for their clients. British Canoeing also receive a very detailed financial benchmarking study which is completed each year by Haysmacintyre, which compares and contrasts the financial information from circa 20 NGBs.

At the November Finance and Audit Committee the need to seek a change to the previous audit arrangements was confirmed. It was agreed that in order to follow best practice, a request would be made to Haysmacintyre to appoint an entirely new lead Audit Partner to carry out our 2016/2017 audit. This change was made and Tom Wilson rather than Jeremy Beard was appointed as senior audit partner for our 2016/2017 audit.

It is proposed that Haysmacintyre be appointed to manage the audit in 2017/2018 and that the Board is authorised to fix the auditors remuneration.

Item 9 – ‘To adopt the 38th Annual Report of British Canoeing for 2016 / 2017’.

The Annual Report will be circulated as a separate document to these papers and is circulated for adoption by the members at the AGM.

The Annual Report will be posted on the website with the AGM papers and a hard copy will be available to those members attending the AGM.

Item 10 – ‘To approve the appointment of Directors appointed since the 37th Annual General Meeting’.

10. 1. Mark Bache (Independent Director)

As David Belbin will be retiring from the Board following the 2018 AGM, it is intended that subject to AGM appointment, Mark Bache will be appointed as Chair of the Finance and Audit Committee of the Board. Mark was appointed following an open recruitment process in late 2017.



In accordance with the Articles an Independent Director is defined as:

A Director of the Company, appointed by the Board, who is not:

- a) A member of any committee within British Canoeing, other than a committee of the Board, established by the Board;*
- b) A director of, or a member of any committee established by, any National Association;*
- c) A chairman or secretary or treasurer of any Member club; or*
- d) An individual whose primary employment or source of income is a canoeing trading activity;*

Whilst active in his local club Mark is not a chairman, secretary or treasurer at the Club and therefore meets the criteria of Independent Director.

Mark has been paddling for around 20 years and is a volunteer coach and committee member at his local canoe club in Solihull. Having paddled all sorts of craft in the past, he now specialises in coaching open canoe at the club, as well as organising its touring programme.

Mark is a chartered accountant with a total of 32 years' experience in finance, having spent the last 20 years in Finance Director roles, many of which have been at PLC level. He has spent most of his career in businesses involved in manufacturing and construction as well as a not-for-profit entity and now operates as a freelance Finance Director working with management teams in a variety of organisations.

10. 2. Greg Smale (Director nominated by the English Council)

At the 2014 AGM, it was agreed to amend the Articles to introduce maximum terms of office for Directors. It was noted at the time, that all Directors were deemed to have commenced their first term in office on the adoption date of the new Articles, on the 8th March 2014. Greg Smale therefore has completed his first four year term as a director nominated by the English Council in 2018. He is eligible for one further four year term as a Director, subject to election.



This position was advertised through the English Council, who then voted for Greg to be nominated to the AGM for approval.

Greg started Canoe Polo and Slalom as a boy scout at the age of 14 with St. Alban's Canoe Club. He went on to represent the GBR Canoe Polo Senior Team for ten years, winning around 25 International tournaments, a silver medal at the '93 European Championships, and a bronze at the '94 World Championships.

He coached the GBR Men and Women Canoe Polo Teams to eight consecutive World and European Canoe Polo finals with gold at 3 World and 1 European championship. He additionally coached Sweden Men for two years and has provided national team coaching support to 6 further countries.

In November 2016 Greg was re-elected Chair of the ICF Canoe Polo Committee and member of the ICF Board of Directors, a position he previously held between 2006 and 2014. During this time, he led the development of discipline - rules, secured a sponsor from outside the sport, funding for referees at World Championships and a Manufacturers Licensing Scheme. The discipline is a popular spectator sport in the multi-sport International World Games.

Greg is a graduate of the U.K. Sport International Leadership Programme, member of the World Paddle Academy, holder of the British Canoeing 'Award of Merit' and in November 2016 was awarded the ICF 'Order of Merit' for services to canoeing.

10.3. David Wakeling (Director nominated by Canoe Wales)

David Wakeling has been nominated by Canoe Wales to the Board of British Canoeing. He is the current Chair of Canoe Wales.

David first became involved in canoeing over twenty five years ago when his sons started to compete in Slalom. He initially became Chair of the Canoe Wales Slalom Committee and was then invited to join the main board as treasurer. An electronics design engineer by profession, in his spare time, David runs a small design and manufacturing company based in the valleys of South Wales.



Item 11 – Amendment to the Articles

Introduction:

Several points have been raised by the membership regarding the Articles of Association. The Board of British Canoeing is therefore recommending several changes to the Articles of the Company, for approval at the AGM on 24 March 2018.

These will all be by Special Resolution and therefore require a 75% majority to be approved.

This paper presents the rationale for each proposal.

11.1 Proposal to make the Articles gender neutral throughout.

Explanation

This was raised at the Extra Ordinary General Meeting which was held 25th March 2017. The current articles provide in the definitions:
“words denoting the masculine gender only shall include the feminine gender”

It was proposed that this was not sufficient and that in a further commitment to gender equity we should amend the articles so as to be gender neutral. The Board therefore proposes the following amendments:

- The statement “words denoting the masculine gender only shall include the feminine gender” in the definitions section (page 12) be deleted;
- references to “Chairman” be changed to “Chair” throughout the Articles;
- references to “he” be changed to “they” throughout the Articles;
- references to “his” be changed to “their” throughout the Articles.

11. 2. Proposal to Amend Article 27

Explanation

It was brought to our attention by members that the wording within this Article – as underlined below – does not actually allow for votes held by proxies to be counted on a show of hands. This is contrary to the Companies Act. The Board is proposing the following amendment so that the Articles are in compliance with the Companies Act and proxies will be counted on a show of hands:

Article 27 on page 16 of the Articles currently provides:

27. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands by the Full Individual Members present in person and entitled to vote unless before or on the declaration of the result of the show of hands a poll is demanded. Unless a poll is taken, the declaration of the result of a show of hands by the chairman of the meeting shall be final and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution.

The amendment proposed is as follows:

27. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands by the Full Individual Members present in person and entitled to vote unless before or on the declaration of the result of the show of hands a poll is demanded. The show of hands shall include proxy votes where the proxy has been appointed in accordance with Article 31 and where the proxy holder is a Full Individual Member present in person. -Unless a poll is taken, the declaration of the result of a show of hands by the chairman of the meeting shall be final and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution.

11. 3. Proposal to Amend Article 31**Explanation**

If the wording in Article 27 is amended as proposed, a subsequent amendment to Article 31 is required and the Board therefore makes the proposal for the amendment below. It was also noted by members that the proxy form did not allow for abstentions and this has also been included in the proposed amendment:

31.A Full Individual Member shall be entitled to appoint another Full Individual Member as ~~his~~ their proxy to speak and vote for ~~them~~~~him~~ at a general meeting. ~~A proxy shall not be entitled to vote except on a poll.~~ The instrument of proxy shall be in the following form:

"I [name] the undersigned, of [address] hereby appoint the ~~chairman~~chair of the meeting or, failing ~~him~~ them [name] of [address], to be my proxy to vote and speak for me at the (annual) general meeting of the Company to be held on [date] at [time] and at any adjournment thereof. This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 for / against /abstain*

Resolution No. 2 for / against /abstain*

*Delete whichever is not desirable

Unless otherwise instructed, the proxy may vote as ~~he thinks~~ they think fit or abstain from voting

Signed this [day] day of [month] [year]"

The instrument appointing a proxy shall also be deemed to confer authority to vote on a show of hands and to demand or join in demanding a poll. A person appointing and entitled to appoint a proxy may add specific instructions as to how the proxy shall vote on named motions appearing on the agenda and if ~~he~~ they desires a person other than the ~~chairman~~chair of the meeting to be the proxy ~~he~~they may strike out the words "~~chairman~~chair" of the meeting, or failing ~~him~~~~them~~ "" and insert the proxy's name. The instrument of proxy must be lodged with the Secretary or as directed by the Board at least two clear days before the general meeting.

No: 1525484

Incorporated 30 October 1980

The Companies Act 2006

Company Limited by Guarantee and not having a share capital

Articles of Association

of

British Canoeing

Amended by a Special Resolution of the Company passed on 2~~4~~⁵ March 201~~8~~⁷

British Canoeing Articles of Association March 2018~~7~~

Part A – Company Information and Objects

1. The name of the company (hereinafter called "the Company") is British Canoeing.
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:

General

- 3.1. To act as the governing body for the sport and recreation of canoeing (including any craft propelled by a paddle in or on which the paddler faces in the direction of travel but excluding craft, such as dragon boats, for which there are already in existence independent national governing bodies recognised by the Sports Councils) in the United Kingdom of Great Britain and Northern Ireland, the Isle of Man and the Channel Islands (which territories are referred to below as the 'United Kingdom') and in those of the British overseas territories (as that expression is defined by the Interpretation Act 1978) which do not have a national Olympic Committee which is recognised by the International Olympic Committee (which territories are referred to below as the "British Overseas Territories"), and as such co-operate with the national canoe associations within the United Kingdom and the British Overseas Territories, as may be appropriate and expedient, and all references to 'canoeing', 'canoe' and 'canoeist' in subsequent paragraphs shall, unless the context otherwise requires, be construed as the corresponding terms for any craft as defined above.
- 3.2. To secure, as far as practicable, a uniform policy in all matters affecting the administration and development of canoeing in the United Kingdom and the British Overseas Territories and to that end to co-operate with and enter into agreements with the national and area associations to set out the respective roles and functions of the Company and those national and area associations.
- 3.3. To be responsible for the administration and development of canoeing in England (including the Channel Islands and the Isle of Man and the British Overseas Territories) through its English Council (defined in the Articles).

Encouragement and help

- 3.4. To encourage and help all, especially young people, to promote their health, wellbeing and education, to develop their self-reliance and independence, and to acquire a greater knowledge, enjoyment and care of the countryside through the use of canoes in competitive and recreational activities, especially when carried on in the open air, and including the practice of camping and kindred activities in connection with canoeing.

Promotion

- 3.5. To promote canoeing in all its forms in ways compatible with the preservation and protection of the countryside and wildlife; to initiate, support and co-operate with others in proposals and activities calculated to assist in the promotion of the Company's objects; and to combine or collaborate with other associations, bodies and organisations interested in water sport and recreation, the preservation of the countryside and access thereto.

Organising events

- 3.6. To promote and organise, or assist in promoting and organising, canoeing meetings, regattas, championships, trials, tours, rallies, demonstrations, festivals, and other competitive and recreational events; to select and administer competitors to represent the Company or the United Kingdom and the British Overseas Territories; to give encouragement and support to canoe expeditions; and to oversee the selection and co-ordination of officials for canoeing events within the United Kingdom and the British Overseas Territories.

Prizes and Awards

- 3.7 To give prizes, medals and other awards in connection with such events, and to enter into any agreements and make any arrangements which may be necessary, expedient or convenient in connection therewith.

Elite athletes

- 3.8 To administer the World Class Programmes funded by the Sports Councils within the sport and particularly to support and encourage participation by elite athletes supported by the Company at international competitions or equivalent programmes funded by similar or successor organisations.

Doping

- 3.9 To establish and be responsible for the maintenance of an anti-doping policy and rules to combat doping in the sport the enforcement of which shall be the responsibility of the Company.

International promotion

- 3.10 To promote international co-operation and friendship by participation with canoeists and canoeing organisations in other countries in competitions, rallies and tours and by encouraging the arrangement of such events in the United Kingdom and the British Overseas Territories in which canoeists from other countries may take part.
- 3.11 To act as the representative member for the United Kingdom and the British Overseas Territories in international affairs and to affiliate to and carry out functions delegated

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to it by the International Canoe Federation (ICF), the European Canoe Association (ECA) and other relevant bodies.

Other similar organisations

- 3.12 To be a member of and co-operate with all such bodies, organisations and associations whether within the United Kingdom and the British Overseas Territories or not, as may be thought fit by the Board of the Company, which have as one of their objectives the promotion of international goodwill through the medium of any of the activities referred to above, and in particular to represent canoeists of the United Kingdom and the British Overseas Territories in such bodies organisations or associations, and to present their views and interests to any appropriate authorities in other countries.

Teaching

- 3.13 To arrange and provide for, or join in arranging and providing for, the holding of courses of instruction or training and exposition in canoeing skills and techniques and knowledge, the testing of skills and techniques, the establishment and conduct of a system of qualification for persons involved in such courses and testing, the establishment of standards of proficiency, the award of certificates or badges of attainment, and the promotion of safety in canoeing.

Regulations

- 3.14 To make and enforce rules and regulations, in conformity with those of the ICF and ECA, and to formulate and issue guidelines concerning all forms and aspects of canoeing, the conduct and management of any of the canoeing events referred to above, to encourage a code of conduct for canoeists, and promote the observance of the code by its Members and others.

Improving facilities

- 3.15 To protect the interests of canoeists; to work for improved facilities for canoeing in the United Kingdom and the British Overseas Territories, and for greater access to and along inland waters and to coastal waters for the purpose of canoeing.

Representations

- 3.16 To promote, assist and support any administrative or legislative measure or any proposal which in the opinion of the Board of the Company may be calculated to improve such facilities and access; to oppose by such action as may be deemed appropriate measures, proposals or acts which in their opinion are likely to injure or reduce such facilities and access or to injure or destroy the amenities of any waterway for any user.

Publicity

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- 3.17 To create and promote by publicity and education an informed and interested public opinion on the value and importance of canoeing in its various forms; to provide meetings, publications, exhibitions, lectures and addresses, displays of pictures, films, models, or by any other means, the collection and dissemination of knowledge about canoeing and canoeing waters in the United Kingdom or abroad, and promote the provision or development of additional facilities.
- 3.18 To develop, lead and assist in commercial marketing and public relations policies and activities for canoeing in the United Kingdom and the British Overseas Territories.

Information service

- 3.19 To provide and supply information and advice to Members concerning the practice of competitive and recreational canoeing by means of books, periodicals, magazines, journals, leaflets, advertisements, or any other appropriate methods.
- 3.20 To foster the technical improvement and development of canoes, kayaks, canoeing equipment and other appliances and equipment associated with canoeing.

Investigations

- 3.21 To undertake, or support or assist the undertaking of, investigations and research relevant to the use of canoes on inland and coastal waters, and the collection and collation of evidence relating to the right of passage in canoes.

Services

- 3.22 To arrange with any person, company, undertaking or organisation for the provision of services for Members of the Company in respect of insurances, travel facilities, or the purchase of goods, equipment and appliances.

Assistance

- 3.23 To act as secretaries, managers and registrars and to provide services of any sort whatsoever for any association, society, club, committee, body, or person interested in or associated with the sport and recreation of canoeing.
- 3.24 To promote, assist and support for the purpose of canoeing any reclamation, remedial work, restoration or other operation intended to facilitate use of land and waters where the use of that land or waters has been restricted or prevented because of a now ceased activity.
- 3.25 To promote, assist and support for the purpose of canoeing any prevention, reduction or mitigation of the effects of pollution on land or waters because of now ceased activity.

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- 3.26 To promote, assist or support the provision, improvement or maintenance of a public park or other amenity where canoeing may take place in a landfill site vicinity or elsewhere for the purpose of canoeing.
- 3.27 To provide administration and other services to environmental bodies for the benefit of canoeing.

Dispute resolution

- 3.28 To make and enforce procedures to resolve disputes referred to the Company by its Members, committees or clubs or by the National Associations and which may for the avoidance of doubt permit a dispute to be referred to a national or area association, specialist committee or independent dispute resolution service for resolution.

Charitable trusts

- 3.29 To undertake and execute charitable trusts.

Powers

- 3.30 And the Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:
- a) To purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
 - b) To sell, manage, let or mortgage, dispose of or turn to account all or any of the property or assets of the Company subject to such consents as may be required by the law.
 - c) To prepare, print, produce, publish, sell, or otherwise circulate; reports, surveys, books, articles, brochures, pamphlets, magazines, journals, periodicals, leaflets, advertisements, films, programmes for radio, television and all communications media as the Company may think fit.
 - d) To execute and do all other such instruments, acts and things as may be required for the efficient management, development and administration of said property.
 - e) To present, produce, promote, organise, manage and conduct any meetings, lectures, classes, debates, conferences, libraries, demonstrations or exhibitions, as the Company may think fit.
 - f) From time to time fix and charge such reasonable charges, fees, levies or prices as is thought fit for admission to or otherwise in respect of any such meetings lectures, classes, debates, conferences, libraries, demonstrations or exhibitions as aforesaid or in respect of any services (including the publication distribution and

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sale of literature and other material) to Members or to the public or in respect of entry fees for Company events as well as admission charges and like.

- g) To borrow or raise money for the objects of the Company on such terms and on such security as may be thought fit subject to such consents as may be required by law.
- h) To take and accept any gift of money, property or other assets whether subject to any special trust or not for any one or more of the objects of the Company.
- i) To raise funds and organise appeals and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations subscriptions or otherwise.
- j) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts.
- k) To invest monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- l) To establish subsidiary or associated companies and to carry on through any subsidiary or associated company any activities which the Company is authorised to carry on and to make any arrangements whatsoever with such company (including any arrangements for taking the profits or bearing the losses of any such activities) as may be thought fit.
- m) To make any donations in cash or assets or establish or support or aid in the establishment or support of or guarantee constitute or lend money (with or without security) to or for any charitable associations or institutions in any way connected with the purposes of the Company or calculated to further its objects.
- n) To engage and pay any person or persons whether on a full time or part time basis or whether as consultant or employee to supervise, organise or carry on the work of or advise the Company.
- o) Subject to the provisions of Clause 4 hereof to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives and other dependants.
- p) To amalgamate with any companies institutions societies or associations which shall have objects altogether or mainly similar to those of the Company.
- q) To pay out of funds of the Company the costs charges and expenses of and incidental to the formation and registration of the Company.

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- r) To initiate, support and co-operate with others in proposals and activities calculated to assist in the promotion of the Company's objects.
 - s) To collect and receive money and funds by way of contributions donations subscriptions legacies grants or any other lawful method.
 - t) To do all such lawful things as will further or are conducive and incidental to the attainment of the objects of the Company or any of them.
4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in clause 3 of this Part A and no portion thereof shall be paid or transferred directly or indirectly by way of distribution, bonus or otherwise howsoever by way of profit to Members of the Company and no member of the Company's Board other than the Chief Executive shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in respect of such office in money or money's worth from the Company. Provided that nothing herein shall prevent any payment in good faith by the Company:
- a) of reasonable and proper remuneration to any Member, officer (other with the exception of the Chief Executive than a member of the Board) or servant of the Company for any services rendered to the Company and of travelling and out-of-pocket expenses necessarily incurred in carrying out the duties of any Member, officer or servant of the Company;
 - b) to any Director who is a Solicitor, Accountant or other person engaged in a profession of all reasonable professional and other charges for work done by ~~him~~ them or their ~~his~~ firm when instructed by the other Directors to act in that capacity on behalf of the Company;
 - c) interest on money lent by a Member of the Company or of its Board at a commercial rate of interest;
 - d) to any member of its Board of reasonable out-of-pocket expenses;
 - e) reasonable and proper rent for premises demised or let by any Member of the Company.
5. The liability of the Members is limited.
6. Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while ~~he is~~ they are a Member, or within one year ~~after he ceased~~ of ceasing to be a Member, for payment of the debts and liabilities of the Company contracted before ~~he~~ they ~~ceased~~ ds to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves, such amounts as may be required not exceeding £1 (one pound).

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7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Company but shall be given or transferred to some other 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 Clause 4 hereof, such institution or institutions to be determined by Members of the Company at or before the time of dissolution and insofar as effect cannot be given to such provisions then to some charitable object.

Part B - General

- 1.1 The Model Articles shall not apply to the Company but the regulations contained in the following clauses (as originally adopted or from time to time altered by Special Resolution) shall be the Articles.
- 1.2 In these Articles the words standing in the first column of the table below shall bear the meanings set opposite to them respectively in the second column, if not inconsistent with the subject or context:

Words	Meanings
"the Act"	the Companies Act 2006 as further amended by statute or re enactment from time to time;
"Articles"	these Articles of Association;
"Board"	the board of directors for the time being of the Company;
"British Overseas Territories"	those of the British Overseas Territories (as that expression is defined by the Interpretation Act 1978) "which do not have a National Olympic Committee which is recognised by the International Olympic Committee;
" Chairman Chair"	the person appointed from time to time as Chairman Chair of the Board in accordance with these Articles;
"Coaching Strategy Group"	the committee established by the Board in accordance with Article 78 to deal with coaching matters in the United Kingdom;
"Directors"	those Members and Independent Directors appointed from time to time as directors for the purposes of the Act and in accordance with these Articles;
"electronic form"	the same meaning as in the Act;
"English Council"	the committee established by the Board in accordance with Article 78 to manage the sport and recreation of canoeing in England (including the Channel Islands and the Isle of Man and the British Overseas Territories);

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"Full Individual Member"	the Members designated from time to time as full individual members in accordance with the Membership Regulations and having the rights set out in Article 5 (a);
"Independent Director"	<p>a Director of the Company, appointed by the Board, who is not:</p> <ul style="list-style-type: none"> a) a member of any committee within British Canoeing, other than a committee of the Board, established by the Board; b) a director of, or a member of any committee established by, any National Association; c) a chairmanchair or secretary or treasurer of any Member club; or d) an individual whose primary employment or source of income is a canoeing trading activity;
"in writing"	written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form;
"Members"	the individuals in membership of the Company including Members of the National Associations;
"Membership Regulations"	the regulations made from time to time pursuant to Article 43 concerning the categories of membership and the rights and privileges of such Members;
"month"	calendar month;
"National Associations"	the Canoe Association of Northern Ireland, Canoe Wales, and the Scottish Canoe Association respectively or their successors as the body responsible for canoeing in the relevant territory and such other association of canoeists and canoe clubs in Northern Ireland, Wales or Scotland as the Board may from time to time recognise;
"National Council"	the members of the English Council and the directors or committee of management (as appropriate) of any National Association respectively;
"the Office"	the registered office of the Company;

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"President "	the person appointed from time to time to be President of the Company in accordance with Article 56;
"Secretary"	the person appointed from time to time as company secretary of the Company in accordance with Article 59;
"the United Kingdom"	Great Britain and Northern Ireland together with the Isle of Man and the Channel Islands;
"the Company"	the above-named company;
"Vice – Chairman Chair"	the person appointed by the Board, from time to time, as Vice – Chairman Chair of the Board.
"Vice-President"	a person appointed from time to time as a vice-president of the Company in accordance with Article 57;
"World Class Management Group"	the committee established by the Board in accordance with Article 78 to deal with the management of the World Class programmes.

Words importing the singular number only shall include the plural number and vice versa; ~~words denoting the masculine gender only shall include the feminine gender;~~ and words denoting persons (except the word 'individual') shall include corporations and other unincorporated organisations and clubs.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these articles become binding on the Company, shall, if not inconsistent with the subject or context, bear the same meanings in these articles.

Objects

2. The Company is established for the purposes expressed in Part A.

Membership

3. For the purposes of registration the number of Members is declared to be unlimited.
4. The provisions of Section 112 of the Act shall be observed by the Company, and every Member shall sign a written application for membership in such form and containing such particulars as the Board may from time to time determine. The Board may in its absolute discretion accept or reject any person or body applying for membership.
5. The Members shall consist of:

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- a) **Full Individual Members:** Members who shall have such rights and obligations as may be determined and defined by the Board from time to time and specified in regulations made by the Board in accordance with Article 43 and having the right to receive notice of, attend, speak and vote at general meetings.
 - b) **Other Members:** Such other Members of the Company of such classes and having such rights and obligations as may be determined and defined by the Board from time to time and specified in regulations made by the Board in accordance with Article 43 but not (unless sanctioned by the Company in general meeting) having any right to receive notice of, speak or vote at general meetings.
- 6. The Secretary shall forthwith notify every candidate for membership who has been accepted by the Board that ~~he has~~ they have been admitted as a Member.
 - 7. Any person on agreeing to become and having been accepted as a Member shall be deemed to have agreed to be bound by these Articles and the regulations of the Company from time to time whether or not ~~he shall~~ they have signed a written statement to that effect.
 - 8. The Members shall pay to the Company or such other National Association as the Board shall prescribe such single or annual or other periodic subscriptions and other fees and accept such terms and conditions of membership or any changes therein in respect of the use of any of the facilities, activities or services of the Company as the Board may from time to time determine.
 - 9. A Member may resign as a Member on giving written notice before the date in any one year on which ~~their his~~ their Membership is due to expire (or such other date as may be determined by the Board). Failure to give such notice shall render the Member liable to pay the whole of the subscription due in respect of the class of membership concerned for the following year.
 - 10. A Member shall cease to be a Member of the Company on the expiry, for whatever reason, of ~~their his~~ their membership of such other National Association as the Board shall prescribe under Article 8. Such other National Association shall inform the Secretary of the Company of any Member whose membership has so expired.
 - 11. If a Member shall resign or fail to pay the due subscription by the date referred to in Article 9 ~~he they~~ they shall be deemed to have withdrawn from the Company, and that Member's name shall be erased from the Register of Members: provided that it shall be in the discretion of the Board to restore ~~his their~~ their name and membership rights on payment of the arrears due.
 - 12. Any Member who refuses or neglects to comply with these Articles or the regulations of the Company or who fails to abide by the terms of any agreement relating to Members may be suspended or expelled from membership by the Board. Provided that before the Board may suspend or expel a Member, the Member's conduct must

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be considered under the dispute resolution procedure adopted from time to time by the Board.

13. The rights and liabilities of Members shall not be transferable and shall cease on death.

General meetings

14. 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, provided that every annual general meeting shall be held not more than fifteen months after the holding of the last preceding annual general meeting.

15. All general meetings, other than annual general meetings, shall be called general meetings.

16. The annual general meeting shall be held for the following purposes:

- a) to receive from the Board a full statement of account, pursuant to Article 92;
- b) to receive from the Board a report of the activities of the Company since the previous annual general meeting;
- c) to approve those members of the Board appointed during the year
- d) to elect Vice-Presidents pursuant to Article 57;
- e) in the year of an election, to announce the appointment of the President pursuant to Article 56;
- f) to appoint the Company's auditors; and
- g) to transact such other business as may be brought before it.

17. The Secretary shall, on an order of the Board, or on receipt of a written request pursuant to section 303 of the Act, convene a general meeting. Such order or request indicating the nature of the business to be transacted shall be delivered to the ~~Chairman~~Chair who shall authorise the holding of a general meeting within 40 working days of the receipt of a valid order or request.

18. Any motions for discussion at the annual general meeting not originating from the Board shall be signed by two Full Individual Members entitled to vote in accordance with these Articles and lodged with the Secretary before such date as may be specified by the Board being not more than three and not less than two months before the date of such meeting.

19. At least 21 days' notice in writing shall be given of the annual general meeting and of every other general meeting (exclusive in every case both of the day on which it is

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served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or any regulations of the Company, or under the Act entitled to receive such notices from the Company.

20. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceedings at any meeting.

Proceedings at general meetings

21. All business transacted at a general meeting, and all business that is transacted at an annual general meeting with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the auditors, the election of the President, any Vice-President, in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors shall be deemed special business. At all general meetings only the business notified in the agenda accompanying the notice shall be transacted. Amendments must be kept within the terms of the motion and the chair~~man~~ of the Meeting shall have power to refuse any amendment which substantially alters the intention of the motion.
22. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 15 Full Individual Members present in person or by proxy shall be a quorum.
23. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the request of the Members pursuant to Article 17, shall be dissolved. In any other case it shall stand adjourned until a time and place to be fixed by the Board, and if at such an adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Full Individual Members present in person or by proxy shall be a quorum.
24. The ~~Chairman~~Chair or, in ~~his~~ their absence, the Vice-~~Chairman~~Chair shall preside as ~~chairman~~chair at every general meeting, but if there be no such person present within 15 minutes after the time appointed for holding the same, or if all such persons present shall be unwilling to preside, the Full Individual Members present shall choose some Director to preside, or if no such Director be present, or if all the Directors present decline to take the chair, the Full Individual Members present shall choose some Full Individual Member who shall be present to preside.
25. The chair~~man~~ of the meeting may, with the consent of any such meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the

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same manner as of the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

Voting at general meetings

26. Only Full Individual Members are permitted to vote at general meetings. Each Full Individual Member shall have one vote provided that no Full Individual Member shall be entitled to vote in a postal ballot or poll, or to speak or vote either in person or by or as a proxy at a general meeting unless all money due to the Company by ~~him~~ them at the time has been paid by no later than 48 hours before the appointed start of the general meeting.
27. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands by the Full Individual Members present in person and entitled to vote unless before or on the declaration of the result of the show of hands a poll is demanded. The show of hands shall include proxy votes where the proxy has been appointed in accordance with Article 31 and where the proxy holder is a Full Individual Member present in person. -Unless a poll is taken, the declaration of the result of a show of hands by the ~~chairman~~chair of the meeting shall be final and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution.
28. The ~~Chairman~~Chair of the meeting may vote on all matters and in the case of an equality of votes whether on a show of hands or on a poll the ~~chairman~~chair of the meeting shall be entitled to a second and casting vote.
29. A poll may be demanded by the ~~chairman~~ of the meeting or by at least three Full Individual Members present in person or by proxy. A demand for a poll may be withdrawn.
30. No poll may be demanded on the election of the ~~chairman~~chair of the meeting or on a question of adjournment. A poll on any other question shall be taken forthwith unless the ~~chairman~~chair of the meeting shall decide that the matter should be dealt with by postal ballot. Any other business on the agenda may be proceeded with whilst awaiting the result of a poll, provided that the business does not bear any relation to the subject of the poll. The procedure for taking a poll shall be decided by the ~~chairman~~chair of the meeting at which the poll is demanded.
31. A Full Individual Member shall be entitled to appoint another Full Individual Member as ~~his~~ their proxy to speak and vote for ~~them~~him at a general meeting. ~~A proxy shall not be entitled to vote except on a poll.~~ The instrument of proxy shall be in the following form:

"I [name] the undersigned, of [address] hereby appoint the ~~chairman~~chair of the meeting or, failing ~~him~~ them [name] of [address], to be my proxy to vote

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and speak for me at the (annual) general meeting of the Company to be held on [date] at [time] and at any adjournment thereof. This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 for / against abstain*

Resolution No. 2 for / against abstain*

*Delete whichever is not desirable

Unless otherwise instructed, the proxy may vote as ~~he thinks they think~~ fit or abstain from voting

Signed this [day] day of [month] [year]"

The instrument appointing a proxy shall also be deemed to confer authority to vote on a show of hands and to demand or join in demanding a poll. A person appointing and entitled to appoint a proxy may add specific instructions as to how the proxy shall vote on named motions appearing on the agenda and if ~~he they~~ desires a person other than the ~~chairman~~chair of the meeting to be the proxy ~~hethey~~ may strike out the words "~~chairman~~chair" of the meeting, or failing ~~himthem~~ """ and insert the proxy's name. The instrument of proxy must be lodged with the Secretary or as directed by the Board at least two clear days before the general meeting.

32. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board may:

- a) in the case of an instrument in hard copy form be deposited at the Office or at such place within England as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
- b) in the case of an appointment contained in an instrument in electronic form, where an address has been specified for the purpose of receiving proxy appointments in electronic form

1. in the notice convening the meeting, or
2. in any instrument of proxy sent out by the Company in relation to the meeting, or
3. in any invitation contained in a communication in electronic form to appoint a proxy issued by the Company in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote,

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- c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 48 hours before the time appointed for the taking of the poll, or
- d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the ~~chairman~~chair or to the Secretary or to any director,

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this Article 32 and Article 33 “address”, in relation to instruments or communications in electronic form, includes any number or address used for the purposes of receiving such instruments or communications by electronic means.

- 33. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation or unincorporated association shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the registered office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in electronic form, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 34. If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case unless the ~~chairman~~chair of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.
- 35. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the ~~chairman~~chair of the meeting whose decision shall be final and conclusive.
- 36. Subject to the provisions of sections 288-297 of the Act the Members may pass written resolutions which shall have effect as if passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members. If written resolutions are described as a special resolution or other types of resolutions, they shall have effect accordingly.

Postal ballot and electronic means of communication

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37. Where a postal ballot is held a voting form shall be sent to each Full Individual Member as soon as possible and in the case of postal ballots held pursuant to these Articles not later than 25 days (or such other period as the Board may from time to time prescribe) before the meeting or in pursuance of Article 30 not later than 25 days (or such other period as the Board may from time to time prescribe) before the date for return of such postal ballot.
38. The Board shall appoint a returning officer or appropriate organisation to whom completed voting forms shall be sent. Votes shall be valid only if received by the date specified in the voting form or if none is so specified at least four clear days before the meeting.
39. The Board may appoint a teller to assist the returning officer or appropriate organisation.
40. The accidental omission to send a voting form or the non-receipt of a voting form by any Member shall not invalidate a ballot.
41. Subject to any other provisions of 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 Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Company.

Powers of the Board

42. The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company in addition to those hereby specifically conferred on the Board and as are not by the Act or by these Articles required to be exercised or done by the Company in general meeting.
43. The Board shall have the power from time to time to adopt, make, alter, add to, and revoke regulations for the carrying out of the objects and purposes of the Company and for the administration of the Company and rules for the observance of Members (such rules and regulations being referred to herein as regulations): such regulations shall not be inconsistent with these Articles. Provided that, no provisions in the regulations altering, adding to or revoking provisions, in regulations made under this Article 43:
 - a) defining classes of Membership of the Company; or
 - b) determining and defining the rights and liabilities and obligations of any class of Membership for the purposes of Article 5 (a) or (b);

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shall have any effect until they have been approved by the Company in general meeting. No regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

- 44. The Board may act notwithstanding any vacancy in its body.
- 45. If the number of Directors shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to Membership of the Company, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

Number of Directors

- 46. Unless otherwise determined by ordinary resolution of the Company in a general meeting, the number of Directors shall be subject to a maximum of 12 but shall be not less than six (6).
- 47. Subject to Article 48 any person who is willing to be appointed as a Director of the Company may be appointed by:
 - a) an ordinary resolution of the Members; or
 - b) Resolution of the Board.
- 48. The Board shall be comprised of:
 - a) 6 Directors who are British Canoeing Members (being nominees of the National Councils) made up as follows:
 - 3 representing the British Canoeing English Council
 - 1 representing Canoe Association of Northern Ireland
 - 1 representing Canoe Wales
 - 1 representing Scottish Canoe Association
 - b) 5 Independent Directors who shall be appointed by the Board; and
 - c) the Chief Executive from time to time of the Company.

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Each National Council referred to in a) above may remove any of those Directors whom they have nominated by giving notice to the Company. The removal takes effect on the date on which the notice is received by the Company or, if a later date is given in the notice (but subject to Articles 49 and 52), on that date. The National Council removing a Director shall indemnify and keep indemnified the Company against any claim connected with the Director's removal from office.

49. Subject to Article 52 a Director so appointed shall serve for an initial term of up to four years from the date of the annual general meeting at which ~~his~~their appointment was ratified pursuant to Article 16c. Upon the expiry of this initial term the relevant Director will be eligible for re-appointment for a further term of four years but after completing the maximum of two consecutive terms a director shall not be eligible for re-appointment for the next four years. This Article shall not apply to the Chief Executive of the Company (from time to time) whose term of office shall run concurrently with their ~~his~~ term as Chief Executive of the Company.

Chairman

50. The Board shall appoint a ~~Chairman~~Chair following an open, publicly advertised recruitment process. The ~~Chairman~~Chair shall serve for an initial four year term, (subject to Articles 49 and 52) from the annual general meeting following ~~his~~their appointment (pursuant to Article 16c). Upon expiry of this term the ~~Chairman~~Chair will, subject to Articles 49 and 52, be eligible for re appointment for one further four year term. For the avoidance of doubt, the position of the ~~Chairman~~Chair shall be vacated upon any holder of that office ceasing to be a Director of the Company. After completing the maximum of two consecutive terms a ~~Chairman~~Chair shall not be eligible for re-appointment as a Director for the next four years.
51. The Directors shall at all times act in the best relevant interests of the Company in accordance with the Act, any legislation and the common law.

Disqualification of Directors

52. The office of a Director shall be vacated if:
- a) ~~he becomes~~they become bankrupt or a receiving order is made against ~~him~~them, or ~~he~~they makes any arrangement or composition with ~~his~~their creditors; or
 - b) ~~he~~they becomes of unsound mind; or
 - c) by notice in writing to the Company ~~he resigns~~his~~they resign~~their office; or
 - d) ~~he~~they becomes prohibited from holding office by reason of any court order made under the Act; or

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- e) ~~he is~~they are removed from office by a resolution duly passed pursuant to Section 168 of the Act; or
- f) ~~he~~they ceases to be a Member of the Company (other than where ~~he/she is~~they are an Independent Director or Chief Executive); or
- g) at least six other Directors entitled to vote direct that ~~they~~he should resign; or
- h) ~~he~~they shall without sufficient reason for two consecutive Board Meetings have been absent without permission of the Board and the Board resolve that ~~their~~his office be vacated.

Office holders

- 53. The Company may from time to time and if thought fit appoint a President and Vice-Presidents in accordance with Articles 56 and 57. Such offices shall be unpaid and no person holding such office shall be a Director by virtue of ~~his~~ their office but any Vice President may be appointed as a Director in their ~~his~~ own right pursuant to Article 47.
- 54. Any Member or individual (whether a Member or not) who is a full time employee of either the Company, the Canoe Association of Northern Ireland, Canoe Wales, or the Scottish Canoe Association (other than the British Canoeing Chief Executive) shall not be eligible for appointment or election as a Director or as a member of the English Council.
- 55. Any Member or individual (whether a Member or not) who is a full time employee of the Company, the Canoe Association of Northern Ireland, Canoe Wales, or the Scottish Canoe Association shall not be eligible for appointment or election as President or Vice-President.

President

- 56.
 - a) At the annual general meeting in 2015 and at the annual general meeting in each alternate year thereafter, the President shall retire but shall be eligible for re-election for a further term of 2 years.
 - b) In the year of election, any two Full Individual Members being from any different two of British Canoeing and the National Associations may propose and second respectively a person to be President. Nominations for the position of President shall be put forward in the form of a motion under the terms of Article 18. If more than one nomination is received, an election shall be held by postal ballot of the Full Individual Members to be conducted in accordance with the regulations set by the Board pursuant to Article 43 before the annual general meeting, the result being declared at that meeting.

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- c) The President shall not be a Director but shall by virtue of ~~his~~their office be entitled to receive notice of, attend and speak, but shall not be entitled to vote at Board meetings.

Vice-Presidents

57. The Board may propose to an annual general meeting for their approval such persons as it thinks fit to be Vice-Presidents. A person nominated to such post shall have provided meritorious service to ~~their~~his-respective National Council. If a person holding the position of Vice-President is appointed as a Director pursuant to Article 47 in ~~their~~his own right, ~~he~~they shall be a Director and shall be entitled to all the privileges of being a Director and, for the avoidance of doubt, be entitled to vote at Board meetings. The Vice-Presidents shall hold office for such term as the Board shall determine and shall have such rights and privileges as the Board shall prescribe.

The Secretary

58. Subject to the Act the Board shall have power to determine the powers and duties of the Secretary from time to time.
59. Subject to the Act the Board shall have power to appoint and from time to time to remove the Secretary on such terms as the Board shall from time to time determine, and to appoint or dismiss such employees or consultants as it thinks fit. The removal of the Secretary shall not in the case of such person being a paid employee by itself terminate such person's contract of employment.

Proceedings of the Board

60. The Board may meet together for the dispatch of business, adjourn and otherwise regulate the conduct of meetings by standing orders or in any other way as they think fit, provided that at least three Board meetings shall be held in each year.
61. The ~~Chairman~~Chair shall preside as ~~chairman~~chair at all Board meetings at which ~~he~~she~~shall be~~they are present, but if at any meeting the ~~Chairman~~Chair is not present within five minutes after the time appointed for holding the meeting or is not willing to preside members of the Board present shall choose one of their number to be ~~chairman~~chair of the meeting.
62. A member of the Board, and the Secretary at the request of a member of the Board, shall at any time summon a meeting of the Board by notice served upon the members of the Board. Such notice shall be deemed to have been served if it is sent to a Director's last known address.
63. The quorum at board meetings shall be a majority of the number of Directors who are appointed to the Board.

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64. If at a quorate meeting there is agreement by consensus a formal vote need not be taken; the ~~Chairman~~Chair may declare the motion to be passed by consensus.
65. Questions arising at a meeting shall be decided by the majority of votes. Voting on any issue shall be by show of hands. Each member of the Board shall be entitled to one vote. In the case of an equality of votes, however, the ~~chairman~~chair of any meeting of the Board shall have a second or casting vote.
66. Notwithstanding Article 64, any of the Directors shall be entitled to require any item of business to be decided by a formal vote of the Directors.
67. If a Board meeting is inquorate, the ~~chairman~~chair of the meeting may call a meeting at a later date to consider the delayed business at a time and place appointed by the ~~chairman~~chair of the meeting. Any votes recorded at an inquorate meeting shall be invalid and not carried forward to a later meeting.
68. The Board may invite any other person(s) as it thinks fit to attend meetings of the Board as observers or as participants in the discussion of specific business but for the avoidance of doubt such attendees will not have a vote on any business for which they are present.
69. Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes.
70. Any Director may participate in a meeting of the Board, or of a committee of Directors, by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the ~~chairman~~chair of the meeting is.
71. A meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Company generally.
72. All acts carried out by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

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73. Save as otherwise provided by these Articles, a Director shall not vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which ~~he has~~ they have, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless their ~~his~~ interest or duty arises only because the case falls within one or more of the following paragraphs:

- a) the resolution relates to the receipt by them of the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by ~~him~~ them for the benefit of, the Company or any of its subsidiaries;
- b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- c) ~~his~~ their interest arises by virtue of ~~his~~ their subscribing or agreeing to subscribe for any debentures of the Company or any of its subsidiaries, or by virtue of ~~his~~ their being, or intending to become, a participator in the underwriting or sub-underwriting of an offer of any such debentures by the Company or any of its subsidiaries for subscription, purchase or exchange;
- d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purposes of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company), connected with a Director shall be treated as an interest of the Director.

74. The Board may authorise a Director to continue to participate in matters where ~~he~~ they, or a person connected to ~~him~~ them, has, or may possibly have, a conflict of interest with the Company's interests.

75. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are ~~he is~~ not entitled to vote.

76. Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments 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 they are ~~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 their ~~his~~ own appointment.

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77. If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the ~~chairman~~chair of the meeting and ~~their~~ his ruling in relation to any Director other than ~~himself~~ them self shall be final and conclusive.

Committees and sub-committees

78. The Board may from time to time establish or appoint committees and sub-committees as it may deem necessary including the World Class Management Group, the English Council and the Coaching Strategy Group and may delegate to any such committee such powers and duties of the Board as it may think fit. Such powers and duties may include any or all of the following: the power to appoint committees and sub-committees, the power to appoint additional members thereof, the power to regulate their procedures, and the power to delegate powers and duties. For the avoidance of doubt, any employee of the Company may be appointed by the Board or with its consent to such committees and sub-committees.
79. Committees and sub-committees shall consist of such Members or Directors of the Company as the Board may think it desirable to appoint or may be elected or appointed in accordance with regulations made by the Board and such other person or persons (if any) as the Board may think it desirable to appoint or as may be appointed under the said regulations taking into account the position and qualifications of any such person or persons and the purpose or purposes for which any such committee or sub-committee has been appointed or established. The President and the ~~Chairman~~Chair shall be entitled to notice of, to attend and to speak at meetings of all such committees and sub-committees but not to vote unless they are appointed to such committees and sub-committees in their own right.
80. Each committee and sub-committee shall conduct its business in accordance with any terms of reference and standing orders set by the Board from time to time.
81. In the exercise of the powers so delegated any committee and sub-committee so formed shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board and shall observe any conditions and limitations attached to the delegation. All acts and proceedings of such committees and sub-committees shall be reported in due course to the Board.
82. The Board shall cause proper minutes to be made of appointments of the Directors and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings, and all such minutes of any meeting, if purporting to be signed by the ~~chairman~~chair of such

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meeting, or by the ~~chairman~~chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

83. A resolution in writing signed by all the Directors for the time being of the Board entitled to vote or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.
84. All acts bona fide done by any meeting of the Board or by any committee or sub-committee of the Company, or by any person acting as a Director or any such committee or sub-committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director, committee or sub-committee, as the case may be.

English Council

85. The English Council shall be responsible for managing the sport and recreation of canoeing in England, the Channel Islands and the Isle of Man and the British Overseas Territories within the budgets set for it by the Board.
86. The English Council shall conduct its proceedings in accordance with any regulations adopted by the Board from time to time and, in the absence of such regulations, in accordance with Articles 60 to 77.

Remuneration and expenses

87. The Directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties in accordance with any regulations established by the Board save where the Rules provide otherwise.

Accounts

88. The Board shall cause accounting records of the Company to be kept in accordance with sections 386 and 388 of the Act and any regulations made pursuant thereto (as the same may be amended or altered).
89. Accounting records shall be kept at the Office or, subject to sections 386 and 388 of the Act at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Directors.

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90. The Board shall from time to time determine whether to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book document of the Company except as conferred by the Act or authorised by the Board or by the Company in general meeting.
91. At the annual general meeting in every year the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting, subject nevertheless to the provisions of section 238 (4) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

Audit

92. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
93. Auditors shall be appointed and their duties regulated in accordance with the Act.

Notices

94. A notice may be served by the Company upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at ~~his~~their registered address as appearing 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 Member.
95. Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon ~~him~~them shall be entitled to have notices served upon ~~him~~them at such address, or an address to which notices may be sent using electronic communications, but, save as aforesaid and as provided by the Act, only those Members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Company.
96. Any notice, if served by post, shall be deemed to have been served on the 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

British Canoeing Articles of Association March 2018~~7~~

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was properly addressed and put into the post office as a prepaid letter. A notice, if contained in an electronic communication, shall be deemed to have been given at the expiration of 48 hours after the time it was sent.

Dissolution

97. Clause 7 of Part A of these Articles relating to the winding up and dissolution of the Company shall have effect as if the provision thereof were repeated in these articles.

Indemnity

98. Subject to the provisions of, and so far as may be permitted by and consistent with Sections 234-238 of the Act to the extent relevant, each director and officer of the Company shall be indemnified out of the Company's assets against all liabilities incurred by ~~him~~them to a person other than the Company or an associated company in connection with the execution of ~~his~~their duties, or in relation thereto including any liability incurred by ~~him~~them in defending any civil or criminal proceedings, in which judgment is given in ~~their~~his favour or in which ~~they are~~ he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on ~~his~~their part or in connection with any application in which the court grants ~~him~~them relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs, but, for the avoidance of doubt such indemnity shall not cover any liability of a Director which is mentioned in Section 234(3) of the Act.
99. To the extent permitted by the Act (and in accordance with Section 233 of the Act in the case of directors), the Company may buy and maintain insurance against any liability falling upon its Directors and other officers.

Item 12 – Motions from Members**2018 Motion for All Members**

Substantial progress has been made towards addressing many of the specific issues raised in our Welfare motion in 2017. The board and staff refer frequently to "culture change" and there is some evidence that it is beginning to take place. However, work remains to be done to increase transparency, not just inside the Performance Department, but across British Canoeing, in order to secure the improvements and to extend them to all members. The Code for Sports Governance requires organisations in receipt of such large funding to be "transparent and accountable, engaging effectively with stakeholders and nurturing internal democracy." Last year, members voted to retain the right to elect their own President. This year, we vote to require the transparency we ought to have, now.

Teresa Gregory, Ivan Lawler, Angus Gregory

A response from the Board of British Canoeing to the AGM Motion being proposed by Teresa Gregory, Ivan Lawler and Angus Gregory around matters of transparency**Introduction**

The Board of British Canoeing welcomes the recognition that progress has been made in matters relating to athlete welfare. This progress is reported to the AGM within Item 4 – Matters arising from the AGM 2017.

Board Governance within British Canoeing Governance

As a Board we have also been focused this year on improving the governance arrangements within British Canoeing and improving transparency as a key part of this work.

The governance framework for the Board is set out in the Articles and the Board Governance Policy, both of which can be downloaded from the governance section of the British Canoeing website (<https://www.britishcanoeing.org.uk/about/governance/>).

In October 2017, British Canoeing achieved compliance with the UK Code of Sports Governance. This code has 57 requirements. Whilst we already met many of these requirements at the start of the year, a considerable amount of time was invested during 2017 to complete the work to become fully compliant by October. A copy of the UK Sport assessment against the requirements of the code, can be downloaded from the governance section of the British Canoeing website (<https://www.britishcanoeing.org.uk/about/governance/>).

The summary minutes of the Board Meetings are also published on the governance section of the web site after each meeting.

Transparency and accountability within the World Class Performance and England Talent Programmes

The Board of British Canoeing is responsible for the World Class Performance programme. The CEO is held accountable by the Board. The Performance Director (PD) is responsible for the management of the programme and is accountable to the CEO. The CEO and PD will usually report to each meeting of the Board on matters relating to the World Class Performance and England Talent programmes.

This year there has been clear commitment demonstrated to increased athlete and stakeholder engagement in the running of the programme. There have been consultation processes managed this year on important matters such as the selection policies, codes of conduct and revisions to the athlete agreement. Independent members have been appointed to the International Selection Panels. Athletes have been fully engaged in improving welfare and culture and are currently engaged in shaping the Values within the programme. This more open and consultative way of working has increased transparency within the programme during the year.

Consultation with members

As a Board we have demonstrated a real commitment to fully engaging members in the development of major policies and plans. There was significant member engagement during 2016 in developing our 4 year plan - *Stronger Together* and the same level of engagement in the last year in reviewing membership categories and benefits. Currently we are consulting on our Access Charter to be launched later this year and on the implementation detail for the introduction of the Club Associate Membership.

The committee structure within British Canoeing

Committees are a vital part of the structure of British Canoeing. They are the mechanism through which large numbers of volunteers are able to contribute their time and expertise to delivering the events and programmes within British Canoeing.

As a Board we have agreed to work with committees and to review the committee structure by 2019. This is confirmed in Action 10.4 within *Stronger Together* – “*Review and revise appropriately the national and regional committee structure within British Canoeing including the terms of reference for all committees to clarify areas such as purpose, delegated powers, accountability and appointment of committee members.*” This is a significant piece of work given – as members will no doubt appreciate – many of these committees and their structures are long standing and were set up according to the needs of the time. They are also very heavily dependent on the time donated by members to both participate in the work of the committees and, very often, discharge the decisions of those committees ‘on the water’.

Work commenced on this review last year. Discussions have already been held with most committees on the following: the purpose of the committee; its accountability to the board; objectives and responsibilities; appointment and terms of appointment for committee members; and the reporting of minutes and publication of decisions etc.

It is expected that a new committee structure will be approved in 2018 and that work on the terms of reference for most committees will be completed during this year.

As a board we will expect terms of reference to be revised and good governance practices to be adopted by each committee including the publishing of terms of reference and of the minutes for each meeting. Largely, the emphasis on ‘good governance practices’ here means being transparent in setting direction, ensuring appropriate consultation, being open on how decisions are made, and by whom, and ensuring appropriate communication with the membership.

The voice of members being heard within British Canoeing - future improvements

As a board we recognise that there is still much to do to improve communication and transparency within British Canoeing. We believe that positive steps have been taken and some progress has been made, but we recognise that there is still more to do. Within the next 12 months we expect to make the following improvements:

- To publish the committee structure of British Canoeing, together with key contact information, so that members can engage directly with relevant committee personnel.
- To further engage with each committee to further develop the Terms of Reference for each and to have fully completed this work by March 2019.
- To publish all the policies and procedures on the website and make these easy to find – including Disciplinary and Disputes Policy, Safeguarding Policy, Whistleblowing Policies, Selection Policies.
- To further develop and promote complaints procedures.

We do not expect work on this this topic to be completed in 12 months. Thereafter we expect to see further incremental improvements, embedding of these ways of working and ongoing monitoring to ensure all of us in British Canoeing collectively operate to very high standards of transparency in our dealings with each other.

BRITISH CANOEING

38TH ANNUAL GENERAL MEETING

Held at Eastwood Hall, Mansfield Road, Eastwood, Nottingham, NG16 3SS.

On Saturday 24th March 2018 at 10.00am

APPOINTMENT OF PROXY

Guidance and Explanatory Notes

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy must be a member of the Company and must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the space indicated on the Proxy Appointment form. If you sign and return the Proxy Appointment form with no name inserted, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X" on the Proxy Voting form. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting. You should print your name at the bottom of each page of the Proxy Voting form.
5. To appoint a proxy and direct him or her how to vote (if applicable), the Proxy Appointment form and Proxy Voting form must be:
 - Completed and signed;
 - Sent or delivered to the Company at British Canoeing, National Water Sports Centre, Adbolton Lane, Holme Pierrepont, Nottingham, NG12 2LU; and,
 - Received by the Company no later than 5pm **Wednesday 21st March 2018 thereby allowing two clear days before the meeting.**
6. In the case of a member which is a company, the Proxy Appointment form and Proxy Voting form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

7. Any power of attorney or any other authority under which the Proxy Appointment form and Proxy Voting form are signed (or a duly certified copy of such power or authority) must be included with the form(s).
8. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
9. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
10. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to; British Canoeing, National Water Sports Centre, Adbolton Lane, Holme Pierrepont, Nottingham, NG12 2LU.
11. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
12. The revocation notice must be received by the Company before **two clear days prior to the commencement of the meeting.**
13. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 2, your proxy appointment will remain valid.

Proxy Votes may be sent by post or by email to be received no later than **5pm Wednesday 21st March 2018** and should be addressed to:

Steph Roberts
Membership Adviser
British Canoeing,
National Water Sports Centre,
Adbolton Lane,
Holme Pierrepont,
Nottingham,
NG12 2LU.
steph.roberts@britishcanoeing.org.uk

PROXY APPOINTMENT FORM

Before completing this form, please read the attached explanatory notes.

I,.....(*insert name*) the undersigned, of

.....

.....(*insert address*),

membership number..... (*insert membership number*)

hereby appoint the Chairman of the meeting, or failing him(*insert name*) of

.....

.....(*insert address*),

to be my proxy to vote and speak for me at the Annual General Meeting of the Company to be held at Eastwood Hall, Mansfield Road, Eastwood, Nottingham, NG16 3SS, on Saturday 24th March 2018 at 10.00am and at any adjournment thereof.

I direct my proxy to vote on the following resolutions as I have indicated by marking the appropriate box with an 'X' on the Proxy Voting form. If no indication is given, my proxy will vote or abstain from voting at his or her discretion and I authorise my proxy to vote (or to abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

Signature:.....

Dated:.....

PROXY VOTING FORM FOR BRITISH CANOEING AGM 2018		
RESOLUTIONS	For	Against
ORDINARY BUSINESS (requiring a simple majority of votes for approval)		
Item 2. To appoint tellers for the meeting.		
Item 3. To adopt the minutes of the 37 th Annual General Meeting.		
Item 4. To consider matters arising from the minutes of the 37 th AGM including a progress report on Athlete Welfare.		
Item 5. To adopt the minutes of the Extraordinary General Meeting held 25 th March 2017.		
Item 6. To consider matters arising from the minutes of the Extraordinary General Meeting held 25 th March 2017.		
Item 7. To adopt the accounts for the financial year 1.11.16 to 31.10.17.		
Item 8. To appoint 'Haysmacintyre,' as the Auditors for the financial year 1.11.17. to 31.10.18.		
Item 9. To adopt the 38th Annual Report of British Canoeing for 2016/2017		

Member Name:.....

RESOLUTIONS	For	Against
ORDINARY BUSINESS (requiring a simple majority of votes for approval)		
Item 10. To approve the appointment of Director(s) appointed since the 37 th Annual General Meeting. 10.1 Mark Bache – Independent Director		
10.2 Greg Smale – Director nominated by English Council.		
10.3 David Wakeling – Director nominated by Canoe Wales.		
SPECIAL RESOLUTION (Requiring 75% of votes for approval)		
Item 11. Special Resolution Amend the Articles of Association as per Board recommendations. 11.1 Proposal to make the Articles gender neutral throughout		
11.2 Proposal to Amend Article 27		
11.3 Proposal to Amend Article 31		
ORDINARY BUSINESS (requiring a simple majority of votes for approval)		
Item 12. The motion proposed by A. Gregory, T. Gregory and I. Lawler MBE.		

Member Name:.....