

NOTICE & AGENDA FOR BRITISH CANOEING AGM

Saturday 13 March 2021
10:00am – 12:00pm

ANNUAL GENERAL MEETING

Meeting to be held virtually via the Lumi AGM Platform



BRITISH CANOEING**41st ANNUAL GENERAL MEETING****SATURDAY 13TH MARCH 2021 AT 10AM
TO BE HELD VIRTUALLY**

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1. Notice is hereby given that the 41st Annual General Meeting of British Canoeing will be held on Saturday 13th March 2021 at 10am.
 2. Due to the ongoing impact of Covid-19, the AGM will be hosted online as permitted under the Corporate Insolvency and Governance Act 2020. All Members are invited to attend, vote and participate in the AGM virtually and instructions on how to do so will be sent directly to members upon registration.
 3. Lumi Global have been appointed by British Canoeing to provide the platform to host the meeting and to administer voting arrangements for this year's AGM.
 4. Members will be asked to consider and vote on the resolutions below. The resolutions detailed in Items 2,4,5,6,9 and 10 will be proposed as ordinary resolutions and the resolutions detailed in Items 7.1 and 7.2 will be proposed as special resolutions.
 - **Item 2:** To adopt the minutes of the 40th Annual General Meeting held on 14th March 2020
 - **Item 4:** To adopt the accounts for the financial year 1.11.19 to 31.10.20
 - **Item 5:** To appoint 'Haymacintyre' as the Auditors for the financial year 1.11.20 to 31.10.21 and to authorise the directors to fix their remuneration
 - **Item 6:** To adopt the 41st Annual Report of British Canoeing for 2019-20
 - **Item 7.1 & 7.2:** To approve the amendments to the British Canoeing Articles of Association as proposed by the Board of Directors
 - **Item 9:** To approve the reappointment of Directors nominated to the Board since the 40th Annual General Meeting:
 - 9.1** Clare Dallaway - Director nominated by the English Forum
 - 9.2** Richard Boreham - Independent Director
 - **Item 10:** To approve the reappointment of the Chair of the Board of Directors appointed since the 40th Annual General Meeting

10.1 Professor John Coyne CBE

5. Further details of the full business of the AGM, including the Agenda, how to register and vote by Proxy form, are available on British Canoeing's website [here](https://www.britishcanoeing.org.uk).



David Joy
Chief Executive

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BRITISH CANOEING**41st ANNUAL GENERAL MEETING****SATURDAY 13TH MARCH 2021 AT 10AM****AGENDA**

1. Welcome by Professor John Coyne CBE, Chair, British Canoeing
2. To adopt the minutes of the 40th Annual General Meeting held on 14th March 2020
3. To consider matters arising from the minutes of the 40th Annual General Meeting
4. To adopt the accounts for the financial year 1.11.19 to 31.10.20
5. To appoint 'Haymacintyre' as the Auditors for the financial year 1.11.20 to 31.10.21 and to authorise the directors to fix their remuneration
6. To adopt the 41st Annual Report of British Canoeing for 2019-20
7. To approve the amendments to the British Canoeing Articles of Association as proposed by the Board of Directors
8. To announce the result of the election for the role of President of British Canoeing
9. To approve the reappointment of Directors nominated to the Board since the 40th Annual General Meeting
 - 9.1 Clare Dallaway - Director nominated by the English Forum
 - 9.2 Richard Boreham - Independent Director
10. To approve the reappointment to the Chair of the Board of Directors appointed since the 40th Annual General Meeting
 - 10.1 Professor John Coyne CBE

MINUTES

In Attendance:

Voting Members:

Dennis Alder; Mark Bache; David Belbin; Pam Bell; David Billingham; Sally Billingham-Leese; Graham Bushill; Brian Chapman; James Clark; Sandie Clark; Gemma Clements; Professor John Coyne CBE, Chair; Stephen Craig; Clare Dallaway; Ian Dallaway; Paul Dimmock; Craig Govan; Adam Hardy; Julie Henton Pusey; Noel Humphrey; Graham Kingaby; Emma Kitchen; Jane Lamb; Claire Lambert; Michael Lambert; Jack Lamer; Alan Laws; Christine Laws; Norman Mason; Stephen Moore; Michael Oliver; Alan Page; Michelle Palombella; Tremayne Palombella-Ankers; Dee Paterson; Mark Pearce; Lee Pooley; Linda Pooley; Mark Preddy; Sophie Riley; Jim Rossiter; Stefania Rosso; Ben Seal; Greg Smale; Katrina Smith; Neil Smith; Stuart Smith; Dave Spencer; Eleri Spencer; Gina Spencer; Greg Spencer; Andrew Steel; Peter Thomas Keay; Andrew J Train; Francis Twizell; Joan Veal; David Wakeling; Steve Watts; Colin Woodgate; Ian Wynne; Paul Younger.

British Canoeing Board Members:

James Fry; David Joy, Chief Executive; Bronagh Kennedy.

Staff Members in Attendance:

Richard Atkinson; Charlie Barwis; Lisa Bryant; Craig Duff; Chris Earle; Charmaine Gawler; Chantelle Grundy; Susan Hicks; Rob Knott; Gareth May; Ruth Norfolk; Jenny Spencer; Nancy Squires; Sam Rankin; James Unsworth; Barry Wade; Gemma Wiggs;

Apologies:

Emma Askew; Christine Baillie; Richard Boreham; Tim Brabants; Jen Browning; John Chamberlin; Kerry Chown; Steve Clarke; Roger Fox; David Green; Ann Hoile; John Hoile; Malcolm Kerry; Stephen Linksted; Andy Maddock; Jon Malins; Stan Missen; Dawn Mussell; Peter Quittington; Paul Ratcliffe; Lauren Smythe; Brian Standbridge; Mike Sunderland; Martin Suzan; David Tidball; Steve Warwick; Simon Wright; Dr Mary Younger.

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

The Chair welcomed all attendees to the meeting and thanked them for their attendance. He noted the slightly depleted numbers due to members taking precautionary measures as a result of Covid-19. An apology was noted for this reason from Richard Boreham, British Canoeing Board Member.

Given the large number of apologies the Chair advised that these would be recorded in the minutes.

The Chair then introduced himself and those sitting on the top table; the President, Ivan Lawler MBE; Mark Bache, Chair of the Finance and Audit Committee; and David Joy, Chief

Executive Officer. He then invited the Board Directors in the room to introduce themselves; Stephen Craig; Clare Dallaway; James Fry; Bronagh Kennedy; Dee Paterson; Greg Smale and David Wakeling.

The Chair outlined the voting process and confirmed that a number of proxy votes had been received, that these had all been pre-cast and that they would be displayed on the screen for each of the motions.

The Chair confirmed that no proxy votes were held in the room and that everyone voting in the room therefore held 1 vote each.

He confirmed that the proxy votes would be shown first, followed by the votes taken in the room (firstly those against, abstentions and then those in agreement). The Chair confirmed that at the start of the meeting, there were 49 votes held in the room and this would be tracked throughout the meeting. The tellers would only count votes in the room if the result looked fairly close as the digital system would calculate the number of votes in favour.

The Chair confirmed that all of the business of the AGM was Ordinary business and this required a majority of greater than 50% of the total votes cast to be approved.

2. To Appoint Tellers for the Meeting.

The Chair identified that Noel Humphrey, Linda Pooley and Paul Younger had agreed to be appointed as Tellers for the meeting.

The motion was proposed by Alan Laws and seconded by David Spencer.

Votes for: 64
Votes against: 0
Abstentions: 6

The Tellers were appointed. The Chair thanked them for their support.

3. To Adopt the Minutes of the 39th Annual General Meeting held 9 March 2019.

There were no amendments proposed to the Minutes. The adoption of the Minutes was proposed by Colin Woodgate and seconded by David Belbin.

Votes for: 64
Votes against: 0
Abstentions: 6

The minutes of the 39th Annual General Meeting were approved.

4. To consider matters arising from the minutes of the 39th Annual General Meeting.

The Chair invited David Joy, the CEO to discuss the matters arising from item 11.3 and in particular a change which had been proposed relating to Article 50 at the 2019 AGM. Last year it had been noted that there was ambiguity in the language proposed as an amendment

to Article 50, around the special circumstances when a Director may serve more than two terms on the Board. This proposal had been further considered by the Board during the year and it had been decided that it was not in the interests of the company for a Director to serve for more than two terms and so a change to Article 50 was no longer going to be proposed to the AGM. This was noted.

There were no further matters arising.

5. To adopt the accounts for the Financial Year 1.11.18 to 31.10.19.

The Chair invited the Chair of the Finance and Audit Committee, Mark Bache (MB) to present the accounts. MB introduced himself and confirmed that 2018-19 had been a positive year financially for British Canoeing. Income had increased by £0.5m, largely through increased membership and qualifications income. The £130k surplus had been achieved by combining income generation with robust cost controls. MB confirmed that the proportion of income received across grant funding (from both UK Sport and Sport England) and British Canoeing income was the same as in 2019.

MB outlined in some detail how the 28% of British Canoeing income was spent on member services and running the organisation and the value that this offered for members.

The Balance sheet showed that the cash position had increased to £4.5m which was largely due to the timing of receipts of grant income. There had been an increase in reserves, with the year-end surplus being committed to reserves in line with the recently updated company reserves policy; designed to ensure the long term financial sustainability of the organisation. MB confirmed the intention to progressively build reserves initially to £500k, by making a surplus each year.

MB invited questions from the floor.

Jim Rossiter (JR) (Vice President) asked how much the 3% of income spent on insurance equated to in pounds. MB advised that the office would confirm that figure with JR after the meeting.

Steve Watts (SW) (Chair, Canoe Polo) asked whether the reserves held within the Committees had skewed the figures given, for example, that Canoe Polo had built up reserves for an international event in Canada but these had since depleted. MB confirmed that reserves held within the individual committees do indeed fluctuate for those very reasons but that broadly speaking, the proportion remains the same, although it had improved slightly on the previous year.

David Belbin (DB) (Vice President) commented that the discipline committees were now planning ahead and giving consideration to major events within their budgets. They had certainly been more prudent over the past few years.

The Chair expressed thanks and appreciation to MB for the presentation.

The motion to adopt the accounts was proposed by David Belbin and seconded by Jim Rossiter.

Votes for: 72
Votes against: 0
Abstentions: 4

The accounts were adopted.

6. To appoint 'Haysmacintyre' as the Auditors for the financial year 1.11.19 to 31.10.20, and to authorise the directors to fix their remuneration.

The Chair advised that the Board proposed to re-appoint Haysmacintyre as the Auditors for British Canoeing.

The motion was proposed by Emma Kitchen and seconded by David Belbin.

Votes for: 70
Votes against: 0
Abstentions: 6

The appointment of Haysmacintyre was approved.

7. To adopt the 40th Annual Report of British Canoeing for 2018/2019.

The Chair reminded members that the Annual Report had been circulated to all members via a link on the website and a hard copy provided to those attending the AGM.

The Chair stated that the report illustrated another very busy and productive year for everybody involved in British Canoeing and thanked those in the room who had contributed to both the delivery of the work and the production of the Annual Report. The Chair invited the President to speak to his report.

The President, Ivan Lawler (IL) stated how the work towards the ambitions outlined within the Stronger Together strategy was genuine and progressing well and that the staff team had worked hard to make progress in many areas. He noted that equally, outside in the paddling community a great deal of work had also taken place to the benefit of paddlesport. IL observed that at times, the officer and community groups clashed but that undeniably the two groups worked better when stronger together and when working towards a mutually agreed purpose – ideally to get more people to have more fun and enjoyment within paddlesport.

The President stated that by British Canoeing setting goals that members endorse, the journey towards those end goals would be more enjoyable. The President stressed the importance of members, clubs and stakeholders all sharing their knowledge and passion across all disciplines to have their say on the direction of the new 2021-25 strategy. Only through such a thorough consultation process could we align goals to be fully stronger together. It was noted that improvements were required both internally and externally but that this had already been demonstrated through the good work around the Sprint Situational Analysis.

The President summarised that 2020 would be a delivery year within Stronger Together, an

Olympic year for the World Class Programme and another year for discovery on our waterways. The President expressed hope that the paddling community would be stronger together whilst enjoying the journey towards progressing and achieving our chosen goals.

The Chair thanked the President for his presentation.

The Chair then spoke about the Independent Report commissioned in 2017 and the key findings and recommendations which had been recently published in early March. The Chair reiterated the previously released public statement, fully and whole heartedly apologising for the corporate governance failings highlighted within the report. He apologised particularly to those individuals who had been most affected by the behaviour of some individuals that had not been addressed.

He advised that considerable changes had been made in the last three years and that British Canoeing was not complacent, and was working to undertake further improvements and to ensure that the Board, executive team and committee structure operated to the highest standards of governance.

The Chair confirmed that the Board were due to consider an Action Plan at its meeting the following day, in response to the Findings and Recommendations of the Report. It was expected that all of the Recommendations that had not already been actioned would be completed as soon as possible within 2020.

The Chair invited questions or comments about the Annual Report and Independent Report from the floor.

Greg Smale (GS) (Board Member and Vice President) stated that the Board had wanted the Report to be published in its unedited form but that the legal advice had strongly recommended against this approach.

Brian Chapman (BC) (Chair, SCA) expressed concern around the implementation of the UK Agreement and comments in the Annual Report which suggested that there had been no issues when perhaps there had been. DJ shared his view that the UK Agreement had been helpful in guiding work over the previous 12 months. DJ acknowledged that there had been one or two issues that had arisen in the last few months, but they were after the reporting period of this report (to November 2019) and after he had submitted his introduction to the Report.

The motion to adopt the Annual Report was proposed by Graham Kingaby and seconded by Alan Laws.

Votes for: 74

Votes against: 0

Abstentions: 4

The Annual Report was adopted.

The Chair then invited the Chief Executive to present the Annual Review which was a progress report on Stronger Together, the Strategic Plan for British Canoeing for 2017 – 2021.

DJ thanked the President and all within the room for their outstanding contribution over the past 12 months. DJ noted that Stronger Together was launched at the AGM 3 years ago and that good progress had been made, but that there were still improvements to be made to more effectively unite the organisation.

DJ confirmed that by the end of the 2019 financial year, 34 of the 67 actions within Stronger Together had been completed and that many of the others were work in progress and on track to be completed by the end of 2021. He confirmed this was all reported in detail within the Annual Review of 2019.

Headline achievements during the year included;

- Membership had grown by 6% to a year high of 38,600
- Membership retention was at an all-time high of 75%
- 175 canoe trails had now been published
- PaddlePoints had been launched in 2019 which was a much requested digital resource by members and mapped all of the rivers in the UK
- There had been continued progress in the Access and Environment work, including the launch of a new Clear Access Clear Waters campaign and the launch of a signup mechanism for the petition. Work by the competition disciplines had been outstanding with 9 British Championships staged again during the year within the Olympic and non-Olympic disciplines
- The Paracanoe team had again topped the international medal table at the World Championships and achieved 7 Tokyo boat quotas
- The Slalom team had achieved all 4 Olympic qualification boat quotas
- Liam Heath had become World Champion and also qualified a place in Tokyo 2020
- There had been impressive non-Olympic international performances especially within Canoe Polo, Marathon and Freestyle
- Coaching and qualification work had continued at pace, including the launch of SUP qualifications. The Performance Coach Award had been reviewed and was ready for launch in June 2020
- British Canoeing had achieved full compliance with UK Sport Code of Governance and green rating in the Advanced Safeguarding Standard
- Social media following had increased by 32%
- Communication satisfaction rates have improved to 73%
- More Volunteers had been recognised through the National Honours & Awards system

DJ also highlighted that some areas had not gone to plan and required more focus. These included; slower growth than expected within the Club Associate Membership scheme, a need to review the sprint programme which was not achieving the success many consider could be possible and a need to revisit member communications to make it more personalised.

DJ confirmed that work had begun on the new strategic plan for 2021-25 and this would be launched in March 2021. He advised that 14 strategy workshops had been arranged around the country over the next two months and encouraged members to attend to contribute to the new strategy.

The Chair invited questions from the floor.

Stefania Rosso (SR) (Brighton Explorers Club) congratulated British Canoeing on the great work in 2019. In view of membership numbers increasing and the recent club consultation, SR asked how many members and clubs were recreational clubs and was British Canoeing focused on the recreational clubs as well as competition clubs. Chris Earle (CE), Head of Participation & Club Services confirmed that the results of a recent club benchmarking survey engaging 370 affiliated clubs confirmed that most clubs were multi-disciplinary and recreationally focused. It was noted that British Canoeing wished to personally engage with clubs according to their priorities in a more tailored way.

Jim Rossiter (JR) (Vice President) observed that competition participation especially within marathon and sprint was not increasing. JR appealed that we find more ways to get more people introduced to the sport and engaged with clubs through schools and universities. DJ agreed with the ambition and hoped that this could become a focus for all in the next two years.

Stefania Rosso (Brighton Explorers Club) congratulated everyone involved in the Clear Access Clear Waters (CACW) campaign work. SR appealed to British Canoeing to help recreational clubs do more for the environment and to deliver more river clean ups. The Chief Executive thanked SR for her comments and invited Ben Seal (BS), Places to Paddle Manager to respond. BS thanked SR for the work undertaken in Brighton to date. BS stated that the CACW campaign can only fully work by engaging at club level. British Canoeing were committed to supporting clubs to get involved by providing river clean up tools and equipment. It was hoped that by establishing a CACW Champion within Clubs, it would be possible to create an active network of volunteers to share environmental activity. BS recognised that there was still a lot of work to be done in this space at grass roots level.

The Chair thanked DJ for a clear presentation and review of the year.

8. To approve the Vice Presidents of British Canoeing nominated by the Board

The Chair confirmed that the Articles provide for the AGM to approve the appointment of Vice Presidents to British Canoeing. He advised that there was one nomination to the role of Vice President - Christine Baillie.

The Chair relayed apologies on behalf of Christine Baillie who could not be present at the AGM due to concerns about the Coronavirus. The Chair invited Colin Woodgate to speak to the proposal for Christine Baillie as Vice President.

This appointment was proposed by the Board of British Canoeing.

Votes for: 68

Votes against: 9

Abstentions: 1

The appointment was approved. The Chair congratulated Christine Baillie on her appointment as Vice President.

9. To approve the appointment of Directors nominated since the 39th Annual General Meeting

The Chair confirmed that in line with the Articles, the Board had sought nominations for 3 Directors and that these were now presented to the AGM for approval. The Chair confirmed that each vote would be taken separately.

10.1 Alexandra Lane - Director nominated by The English Forum

The Chair invited Alexandra Lane to introduce herself.

The appointment was proposed by Ivan Lawler and seconded by Gemma Clements.

Votes for: 68
Votes against: 0
Abstentions: 10

The appointment was approved. The Chair congratulated and welcomed Alexandra to the Board.

10.2 Bronagh Kennedy - Independent Director

The Chair invited Bronagh Kennedy to introduce herself.

The appointment was proposed by Greg Smale and seconded by Clare Dallaway.

Votes for: 74
Votes against: 0
Abstentions: 4

The appointment was approved. The Chair congratulated Bronagh on her reappointment to the Board.

10.2 Martine Kushner - Independent Director

The Chair invited Martine Kushner to introduce herself.

The appointment was proposed by David Belbin and seconded by Ian Dallaway.

Votes for: 72
Votes against: 0
Abstentions: 6

The appointment was approved. The Chair congratulated and welcomed Martine to the Board.

David Belbin (Vice President) observed that there is now a good balance on the Board with diversity and independence and expressed gratitude to those individuals not involved directly in the sport but willing to give so freely of their time and experience to the benefit of British Canoeing.

Andy Train spoke about the importance of maintaining an elected independent President within the structure.

The Chair recognised the two outgoing members of the Board who had both served for the past 4 years, Dee Paterson (DP) and James Fry (JF). The Chair formally thanked DP and JF for their hard work and commitment in serving the Board and made a presentation to them.

The Chair thanked everyone for attending and for their continued work as part of British Canoeing.

He encouraged everyone to engage in the consultation of the next 4 year strategic plan. He reassured members that British Canoeing and the Board would fully address plans and procedures to keep the community safe in relation to Covid-19. The community would be advised to expect formal announcements over the next few weeks following any new Government directives.

The Chair in closing the meeting, confirmed that the draft minutes would be made available on the website in due course.

To consider matters arising from the minutes of the 40th Annual General Meeting held on 14 March 2020

To adopt the accounts for the financial year 1.11.19 to 31.10.20

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

Recommendation

The Board recommends the adoption of the accounts for the financial year 1.11.19 to 31.10.20.

To appoint Haysmacintyre as the Auditors for the financial year 1.11.20 to 31.10.21 and to authorise the directors to fix their remuneration

The appointment of auditors was discussed at the November 2020 Finance and Audit Committee meeting and the January 2021 meeting of the Board.

It was noted that British Canoeing obtained a good service from Haysmacintyre and that the fees were reasonable and offered value for money. It was also noted that at the request of British Canoeing, Haysmacintyre had appointed a new Audit Partner to lead the Audit in 2016/17 and the same Partner had led the Audit in 2017/2018, 2018/2019 and 2019/2020.

It was further noted that Haysmacintyre are the firm with the most relevant sports sector experience and audit around 20 other National Governing Bodies (NGBs) and have built 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 of NGBs.

Recommendation

The Board therefore recommends the appointment of Haysmacintyre as auditors for the financial year 1.11.20 to 31.10.21.

To adopt the 41st Annual Report of British Canoeing for 2019/2020

The Annual Report is included as a separate document to these papers and has been posted on the website with the AGM papers.

Recommendation

The Board recommends the adoption of the Annual Report 2019/2020.

To approve the amendments to the British Canoeing Articles of Association as proposed by the Board of Directors

1. Introduction

The Board recommends the approval of several changes to the Articles of Association.

The first set of changes proposed are intended to facilitate the holding of fully virtual or partially virtual general meetings in the future, including annual general meetings.

The second changes are intended to provide absolute clarity that fully virtual board meetings are permitted under the Articles.

2. Current position and rationale for change

The 2021 British Canoeing AGM is being held virtually pursuant to temporary legislation contained in the Corporate Insolvency and Governance Act 2020. This legislation permits such virtual arrangements even in the absence of express permission in an organisation's Articles.

Members are asked to approve the proposed changes to the Articles to ensure they include express provisions allowing meetings to be held wholly or partially electronically and therefore provide greater flexibility in the future. This will ensure provisions are in place should pandemic restrictions continue into 2022 and beyond as well as potentially allowing for greater engagement from members by giving the Board the discretion to permit members to attend meetings remotely.

3. Process for changes to be made

The changes proposed to the Articles are presented below, with the change highlighted in red. There is no proposed change to the numbering of the Articles. The full Articles with proposed changes included are also contained as an appendix to this item where all deleted text can be seen too.

The British Canoeing Articles of Association require these changes to be passed by Special Resolution and therefore require a 75% majority of votes cast to be approved.

Item 7.1: Proposed Article changes to facilitate the holding of fully virtual or partially virtual general meetings in the future, including annual general meetings.

Inclusion of a new definition:

“electronic communications platform”	means any form of electronic platform and includes, without limitation, website addresses, application technology and conference call systems;
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Article 13:

The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and in **such format** 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. **A general meeting and/or annual general meeting may be held in a physical location, virtually via an electronic communications platform, or as a hybrid of the two as the Board in its discretion determines appropriate.**

Article 18:

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 served or deemed to be served and of the day for which it is given), specifying the **format**, 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. **In the case of a physical or hybrid meeting, the notice shall also confirm the place of the meeting. In the case of a meeting conducted partially or completely via an electronic communications platform, the notice shall contain clear instructions on how to access, speak and vote at the meeting.**

Article 21:

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. **A person is deemed to be present in person throughout these Articles if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same physical place as each other.**

Article 26:

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 or by proxy and entitled to vote unless before or on the declaration of the result of the show of hands a poll is demanded **or the meeting is being conducted partially or completely via an electronic communications platform in which case all resolutions shall be voted on by a poll. A vote on a resolution at a general meeting shall include proxy votes** where the proxy has been appointed in accordance with Article 30 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 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.

Article 29:

No poll may be demanded on the election of the chair of the meeting or on a question of adjournment **unless the meeting is being conducted partially or completely via an electronic communications platform in which case a poll may be demanded.** A poll shall be taken forthwith unless the 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 chair of the meeting at which the poll is demanded **and in the case of a meeting conducted partially or completely via an electronic communications platform, poll votes may be cast by such electronic means as the chair in their sole discretion deems appropriate.**

Item 7.2: Proposed Article changes to expressly permit wholly virtual Board meetings.**Article 68:**

A Board meeting or committee of Directors may be conducted partially or entirely via an electronic communications platform provided the platform allows every person participating to hear and speak to one another throughout such meeting. Any Director(s) participating via an electronic communications platform 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 chair of the meeting is.

To announce the result of the election for the role of President of British Canoeing (2021-2023)

The role of President of British Canoeing is for individuals who have demonstrated outstanding service to British Canoeing or the national associations. It is an honorary position and carries no executive or decision making powers. The President shall not be a Director but shall by virtue of their office be entitled to receive notice of, attend and speak, but shall not be entitled to vote at Board meetings.

At the annual general meeting in each alternate year from 2015, the President shall retire but shall be eligible for re-election for a further term of 2 years. The current President, Ivan Lawler MBE, has not sought re-election following the expiration of current term in March 2021.

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. In December 2020, Members were invited to propose and second candidates for President.

Four nominations were received. In line with the British Canoeing Articles of Association, this required an election to be held by postal ballot of the Full Individual Members in accordance with the regulations set by the Board, pursuant to Article 43.

The Board determined to facilitate online and postal voting and that the election result would be determined by a first past the post vote system.

Using a primarily online and paperless voting system was intended to maximise member engagement, particularly during a pandemic, save substantial cost in printing and posting charges and reduce the risk of forms sent by post getting lost in transit.

Members of British Canoeing were invited to vote online for their preferred candidate for President from 20th January 2021. Members were also able to vote via post, with a voting form available online to print and post. Those members without email addresses were sent voting forms by post. Online and postal voting closed on Friday 19 February and Monday 22 February 2021 respectively.

The result of this ballot and the person elected to become President of British Canoeing will be announced to members at the AGM on 13 March 2021 in accordance with the Articles.

To approve the reappointment of Directors nominated to the Board since the 40th Annual General Meeting

The Board is seeking the approval for the appointment of two Non-Executive Directors from 13 March 2021.

9.1. Clare Dallaway (Director nominated by the English Forum)

The English Forum has the right to nominate three Members from England, to become Directors of British Canoeing. Clare Dallaway's first four year term as Director ends at this AGM and following an open process, the English Forum has re-nominated Clare to rejoin the Board. Her second and final term would run from March 2021 to March 2025. This nomination requires AGM approval.

A short biography of Clare Dallaway is presented below.



Clare is a member of Birmingham Canoe Club, and is Chair of British Canoeing's West Midlands Regional Committee. Clare is also a UKCC Level 2 Coach and 4 Star Leader in both canoe and kayak.

Whilst serving on the Board, Clare has been a member of the HR & Remuneration Committee and Nominations Committee.

Clare works within the NHS and is an Associate Director of Organisational Development and Culture. Her portfolio of responsibility includes Leadership Development, Staff Engagement, Health and Well-Being and Equality, Diversity and Inclusion. Clare has a Masters in Business Administration and holds the Institute of Leadership and Management Executive Coaching and Mentoring Award.

9.2. Richard Boreham (Independent Director)

Richard Boreham joined the Board in March 2017 and has now completed his first term as an Independent Director on the Board. Richard has, at the Board's request, also served as Vice Chair and Senior Independent Director. He has been a member of the Governance & Risk Committee and Nominations Committee for this same period.

Richard was originally recruited to the Board to provide senior capability in 'digital transformation'. He has played a significant role in advising on and supporting delivery of British Canoeing's digital strategy and transformation that has enabled better service to members. Richard is eligible for one further four year term as a Director, which would run from March 2021 to March 2025. This nomination requires AGM approval.

A short biography of Richard Boreham is presented below.



Richard has been an active paddler for most of his life, with a particular love for white water kayaking, though, in recent years he is more likely to be found enjoying recreational paddling in the form of the peacefulness of open canoeing. Richard is also a 'sometimes' voluntary coach and is a member of his local Canoe Club, Basingstoke Canal, where he is a past Chair and also served as a Welfare Officer. He has two grown sons who are both active recreational and competitive paddlers in their own communities.

Professionally, Richard is involved in business technology. He began his career in building leading edge software systems and is now a technology leader with over 30 years' experience. In this time, Richard has worked with senior executives across a wide variety of organisations and industries; helping them to bring new thinking and to apply digital technologies to their business operations. In recent years he helped found and lead a start-up 'InsureTech' products company that is bringing to market leading business solutions using novel technologies.

To approve the reappointment of the Chair of the Board of Directors appointed since the 40th Annual General Meeting

On 29 November 2020, the Board approved the nomination of Professor John Coyne CBE as Chair for a further 4 year term and for this to be presented to members for approval at the AGM on 13 March 2021.



Professor John Coyne spent his entire 40 year career in higher education in Universities in the East Midlands and was Vice Chancellor of the University of Derby for 11 years, before retiring in July 2015. His contribution to the sector was recognised in the 2015 New Year's Honours List when he was awarded a CBE for services to higher education.

John was well regarded in higher education and also well known in the business sector. In the East Midlands he sat on the Board of D2N2 - the Local Enterprise Partnership for Derby, Derbyshire, Nottingham and Nottinghamshire, and the Chamber of Commerce. He was a commissioner of the UK Commission on Employment and Skills and chaired their national investment committee. He is currently a non-executive director of CFE Research and Consultancy Ltd., a Trustee of Royal Crown Derby Museum and an Advisory board member of two Higher Education institutions one in Switzerland and the other in the USA. British Canoeing has commanded the vast majority of his volunteer time in the past four years.

The Membership is requested to approve the re-appointment of Prof John Coyne CBE as Chair until the AGM in 2025.

41st ANNUAL GENERAL MEETING
Held Virtually via the Lumi AGM Platform
on Saturday 13th March 2021 at 10.00am

As a member of British Canoeing, 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 appoint a proxy either electronically or in paper format by post. This should be submitted and received no later than 10am on 11th March 2021.

This guidance is intended for those who wish to submit a proxy vote and should be read prior to completing the online or paper form. If you wish to submit your proxy vote electronically, please complete the online form found [here](#). If you wish to submit your proxy in paper format, please complete the Paper Proxy form found on our website [here](#).

1. Appointment of a proxy does not preclude you from attending the meeting and voting on the day. However, if you have appointed a proxy and subsequently register and attend the meeting virtually, your proxy appointment will automatically be terminated.
2. A proxy must be a British Canoeing member and must attend the AGM to vote on your behalf. If you wish to appoint a person other than the Chair to be your proxy;
 - If you are using the electronic form, then please state “No” when asked if you wish the Chair to represent you, which will then create a new box allowing you to insert the full name of the person you do wish to represent you as your Proxy.
 - If you are using the paper form, insert the full name of your proxy in the relevant box. If you do not enter a name, the Chair of the meeting will be deemed to be your proxy.
3. If you are appointing someone other than the Chair as your proxy, please ensure they are aware of how you wish to vote and that they are attending the AGM themselves. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chair and give them the relevant instructions directly.
4. To direct your proxy how to vote on the resolutions, click on/mark an ‘X’ on the appropriate option (“For” “Against” or “Abstain”). If you do not tick the boxes and indicate your vote, 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.

5. To appoint a proxy using the electronic form, the form must:
- Include your Membership number and Full Name exactly as detailed on your Membership record;
 - Include the Full Name and Membership number of the person you wish to appoint as your proxy;
 - Be submitted no later than **10am on 11th March 2021**.
6. To appoint a proxy using the paper form, the 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 no later than **10am on 11th March 2021**.
7. If you are operating under a power of attorney or any other authority under which this proxy form is signed, a copy of such power or authority must be submitted as well as completing the electronic/postal form.
8. In the case of joint holders of a power of attorney, where more than one of the joint holders of a power of attorney 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 latest appointment received closest to 10am on 11th March 2021 will take precedence.
10. In order to revoke a proxy instruction you will need to inform British Canoeing by sending a notice via electronic submission clearly stating your intention to revoke your proxy appointment to Charmaine Gawler by email to Charmaine.gawler@britishcanoeing.org.uk. 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.
11. The revocation notice must be received by us before 12.00 noon one day prior to the commencement of the meeting (i.e. 12.00 noon on Friday 12th March 2021).
12. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 1, your appointment will remain valid.
13. Proxy Votes submitted electronically or by post should be received no later than **10am on Thursday 11th March 2021**.