

**BRITISH CANOEING
ANNUAL GENERAL MEETING**

SATURDAY 14th MARCH 2020 AT 10.00am

TO BE HELD AT:

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

BRITISH CANOEING 40TH ANNUAL GENERAL MEETING

Notice is hereby given that the
40th Annual General Meeting of British Canoeing
will be held at
Eastwood Hall, Mansfield Road, Eastwood, Nottingham, NG16 3SS,
on
Saturday 14th March 2020 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 Charmaine Gawler at charmaine.gawler@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 included within the Electronic Proxy Guidance circulated with these papers.

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

By Road

By Rail

By Air

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



BRITISH CANOEING 40th ANNUAL GENERAL MEETING**AGENDA**

1. Welcome by Professor John Coyne CBE, Chairman, British Canoeing
2. To appoint tellers for the meeting
3. To adopt the minutes of the 39th Annual General Meeting held 9 March 2019
4. To consider matters arising from the minutes of the 39th Annual General Meeting
5. To adopt the accounts for the financial year 1.11.18 to 31.10.19
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
7. To adopt the 40th Annual Report of British Canoeing for 2018/2019
8. To approve the Vice Presidents of British Canoeing nominated by the Board
 - 8.1. Christine Baillie
9. To approve the appointment to the Board of Directors appointed since the 39th Annual General Meeting
 - 9.1. Alexandra Lane
 - 9.2. Bronagh Kennedy
 - 9.3. Martine Kushner

Item 2 - 'To appoint tellers for the meeting'

Three tellers will be appointed from those attending the AGM.

MINUTES

In Attendance:

Voting Members:

Adam-Peter Gair; Alan Laws; Alan Lee; Alan Paul Mellor; Alex Shiell; Amanda Wilson; Andrew J Train; Andrew Norman; Andrew Oughton; Andy Murray; Andy Trunks; Anthony Peter Hooton; Beate Hohmann; Billy Lo; Brian Chapman; Caroline Carr; Cathy Wynne; Chris Arrowsmith; Christopher Powell; Claire Lambert; Colin Woodgate; Daniel Seaford; Dave Spencer; David Belbin; David Green; David J Martyn; Dave Rawding; David M Rossetter; David W Moss; David Walton; Derek Playford; Gareth Wilson; Gary Edwards; Gary Severn; Graham Dick; Graham Warland; Greg Spencer; Helen Griffith; Ian Dallaway; James Smythe; Jane Evans; Jennifer Clough; Jim Rossiter; John Chamberlin; John Taylor; Joe Parkin; Kevin Hipkins; Kirston Elton; Linda Pooley; Lisa Trunks; Lorraine Baker; Mark Pearce; Megan Moore; Mike Sunderland; Noel Humphrey; Norman Mason; Pam Bell; Peter Thorn; Peter Schofield; Roland Lawler; Richard Evans; Roger Fox; Samuel Joseph O'Brien; Scott Hynds; Sean Clarke; Siobhan Urquhart; Sophie Walton; Stefania Rosso; Stan Missen; Stephen Moore; Stuart Smith; Teresa Gregory; Terry Kinsella; Steve Watts; Gina Spencer; Eleri Spencer

Non-Voting Attendees:

James Fry, Christine Laws, Molly Green, Paul Robinson

British Canoeing Board Members:

Professor John Coyne CBE, Chair; Clare Dallaway; David Wakeling; David Joy, Chief Executive; Dee Paterson; Greg Smale; James Fry; Mark Bache; Richard Boreham; Stephen Craig; Stephen Linksted.

Staff Members in Attendance:

Andy Maddock; Barry Wade; Ben Seal; Chantelle Grundy; Charlie Barwis; Charmaine Gawler; Chris Earle; Craig Duff; Gareth May; Gemma Wiggs; Guin Batten; Jenny Spencer; Laura Peberday; Lee Pooley; Lisa Bryant; Richard Atkinson; Rob Knott; Ruth Norfolk; Susan Hicks; Urvasi Naidoo

Apologies:

Andy Maxted; Ashley Hunter; Alan Branagh; Bronagh Kennedy; James Clark; Kevin Dennis; Malcolm Kerry; Steve Warwicker; Thomas Walker; Paul Ratcliffe and Tim Brabants.

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

The Chair welcomed all attendees to the meeting.

The Chair then introduced himself and those sitting on the top table, including 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;

Richard Boreham; Stephen Craig; Clare Dallaway; James Fry; Stephen Linksted; Dee Paterson; Greg Smale and David Wakeling. He noted that one Board Member, Bronagh Kennedy had sent her apologies.

The Chair thanked the Board members for their introductions and acknowledged the extensive work they do throughout the year to support the aims of British Canoeing.

The Chair confirmed that there were a number of proxy votes that had been pre-cast and that these would be displayed on the screen for each of the motions.

The Chair confirmed that everyone else voting in the room held 1 vote each.

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 78 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 members agreed that the meeting should be conducted on this basis.

The Chair confirmed that all of the Ordinary business required a majority greater than 50% and the changes to the Articles were Special business requiring 75% of the total votes cast to be approved.

2. To Appoint Tellers for the Meeting.

The Chair proposed Derek Playford, Linda Pooley and Andy Murray be appointed as Tellers for the meeting.

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

Votes for: 121
Votes against: 0
Abstentions: 7

The Tellers were appointed and the Chair thanked them for their service in this regard.

3. To Adopt the Minutes of the 38th Annual General Meeting held 24 March 2018.

The adoption of the Minutes was proposed by Richard Boreham and seconded by Dave Spencer.

Votes for: 122
Votes against: 0
Abstentions: 7

The minutes of the 38th Annual General Meeting were approved.

4. To consider matters arising from the minutes of the 38th Annual General Meeting.

Jim Rossiter (JR) asked whether British Canoeing was now able to more effectively track those leaving membership and how could retention rates be increased. DJ explained that a new membership management system was introduced in 2018 that enabled better tracking of retention rates. It was planned to improve retention rates from 67% to at least 70% in 2019.

There were no other Matters Arising.

5. To adopt the accounts for the Financial Year 1.11.17 to 31.10.18.

The Chair invited the Chair of the Finance and Audit Committee, Mark Bache (MB) to present the accounts. MB introduced himself as the new Finance Director appointed to the Board of British Canoeing at the last AGM in 2018. MB explained that income had dropped by £380k due to the phasing of Sport England funding over the 4 years, but that this had been offset by an increase in membership, resulting in a net operating surplus at year end of £33k. MB confirmed that the organisation had improved efficiency by reducing overhead costs and investing more into coaching and grants to the Discipline Committees and other development programmes as part of delivering the Stronger Together strategy.

The balance sheet showed that the cash position had increased to £3.6m, although this was expected to diminish throughout the year as this was related to the timing of grant income.

MB invited questions from the floor.

Mike Sunderland (Cumbria region) asked what percentage of income was received in grants by the regions. DJ advised that the figure for regional grants was circa £1,500 per region but it was hoped that this would increase in the future as income increases and Regional Development Teams and plans become stronger.

Stefania Rosso (Brighton) asked whether there was a strategy to increase income through coaching and/or membership and whether Sport England funding was expected to reduce again.

David Joy (DJ) responded by confirming that the priority for income growth was very much focused on recruiting new members. There was an opportunity to connect with 160,000 paddlers who had not yet engaged with British Canoeing or clubs. The target was to increase the number of On The Water Members by 10,000 between 2017 and 2021. It was noted that the opportunity to enter commercial partnerships increases as membership numbers increase. Coaching was not classified as a source of income but funds were needed to further develop the qualifications to ensure they remained current.

The Sport England funding for 2017-2021 had not been phased equally over the 4 year period, so the reduction experienced now was a result of having had more income in years 1-2 of the current 4 year funding cycle. The reduction in their funding had been the result of a policy shift within Sport England to spend less money on NGBs. It was confirmed that British Canoeing would continue to work with Sport England to explore funding opportunities but to ensure any money received was in line with our strategy.

The motion to adopt the accounts was proposed by David Belbin and seconded by John Chamberlin.

Votes for: 123
Votes against: 0
Abstentions: 6

The accounts were adopted.

The Chair expressed thanks and appreciation to Mark Bache, the Finance and the Audit Committee Chair and staff for all their work over the year.

6. To appoint 'Haysmacintyre' as the Auditors for the financial year 1.11.18 to 31.10.19, 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 Derek Playford and seconded by Noel Humphrey.

Votes for: 126
Votes against: 0
Abstentions: 5

The appointment of Haysmacintyre was approved.

7. To adopt the 39th Annual Report of British Canoeing for 2017/2018.

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 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 Report. The Chair invited the President to speak to his report.

The President, Ivan Lawler (IL) expressed how pleased and proud he was to present at the AGM and reflect upon the year. As President, he had the unique insight into the work that goes on behind the scenes and often it was a frustration that others did not always get the opportunity to see this. Consequently, it was easy for individuals to feel aggrieved if their particular areas had not progressed as hoped. Ultimately, the progress measured against Stronger Together ought to provide the best measure of progress as this sets out what the sport wanted to see improved and delivered.

IL noted that perhaps the most rewarding part of the year was the work carried out around the Access Campaign. The depth, knowledge and passion of the team was outstanding. IL credited Ben Seal for his lead role in this work. IL appealed to the membership to reach out to their respective MPs and warned about the campaign losing momentum through apathy.

IL congratulated Claire O'Hara and Ray Goodwin on their recognition in the Queen's New Year Honours list for their achievements in their respective non-Olympic disciplines (Freestyle and Open Canoeing).

The President outlined the work around modernisation of governance, stating that change was never easy and the rate of change had often outstripped the ability of some members to keep up. He was reassured that the Board remained committed to continuous improvement and making British Canoeing the type of National Governing Body that we could all be proud of.

The President outlined the behaviours behind the six company Values adopted by the organisation in 2018;

- Every Person Matters (first on the list, for a reason)
- Striving for Excellence (world leading)
- Always with Integrity (transparency, opposite of secrecy)
- Individually Committed (personal achievement)
- Enjoying the Journey (passion and why we are here)
- Stronger Together (links back to British Canoeing strapline, working together for the benefit of all towards shared goals)

The President requested that we all live by these behaviours and that the lessons learned from welfare issues would transform British Canoeing into the organisation we all want it to be.

The President thanked the Chief Executive and his team for listening to the members. It had been a fun and challenging year and he had been privileged to be a part of it. IL welcomed questions throughout the day from those in attendance.

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

The motion to adopt the Annual Report was proposed by Dave Spencer and seconded by Alan Laws.

Votes for: 125
Votes against: 0
Abstentions: 7

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.

The 2018 "Look how far we've come" video was played in the room to introduce this section.

The Chief Executive invited members to contact British Canoeing if they wished to use the video within their clubs and regions to promote our sport.

DJ thanked IL for his address and expressed that it had been a privilege to work with him during the year. The Chief Executive thanked the Committees and Regions and acknowledged their excellent work and incredible effort during 2018.

DJ noted that Stronger Together was launched two years ago at the 2017 AGM in Manchester and that British Canoeing is committed to reviewing progress annually. He stated that inspiring a passion for paddlesport bound all of our work as we work towards a united British Canoeing.

In 2018, real progress had been made against the 67 targets highlighted in the report under a Red Amber Green (RAG) rating.

The headline achievements were:

- Personal Performance Awards reviewed and relaunched in January 2019. Take up greater than in first two months of Star Awards last year;
- Go Paddling website launched making it easier for people new to the sport to access information and content;
- New Membership management system launched in April 2018 increasing membership by 3% this year. Membership satisfaction rates had also improved;
- Published 165 canoe trails (target 150);
- 8 new challenges with leaderboards;
- Access and Environment work.

DJ paused his summary to ask **Ben Seal** (BS) to update on the Access work.

BS recognised the phenomenal work accomplished over the past 12 months by both the Access and Environment group and the staff team. He noted that the launch of the Access and Environment Charter in Westminster on 28 November had been well received and that the response that followed had been hugely encouraging.

He reported that since the launch, meetings had been arranged with the Minister of Sport, the Environment Minister and the Farming Minister. Colchester Club had lobbied their MP and had given a copy of the Charter to Michael Gove MP. BS announced that in Spring, there would be a ministerial visit to a National Regatta in Nottingham and a second big River Clean Up was being organised.

BS appealed to members to help maintain momentum by writing to MPs and to engage with clubs and the paddling community on the issue of Access. BS thanked IL for his kind words of support in relation to the campaign.

The Chief Executive thanked BS for the update stating that it was a great example of how British Canoeing is at its strongest when it works together as a joined up organisation.

Teresa Gregory (TG) requested that the members receive further information around how they can help on this agenda. It was agreed that BS would write to everyone attending the AGM outlining the ways in which members can help.

DJ continued to highlight the key achievements in the Annual Review;

- 30000 e-learning coaching modules had been accessed;
- Paddlesport instructor award launched;
- Paracanoe and Slalom World Class teams topped the medal table in their respective disciplines;
- 105 international medals won across every discipline;
- Secured £80k target of commercial revenue;
- Athlete Welfare plans progressing and working closely with the Athlete Rep Group;
- GDPR compliant;
- Completed UK Agreement;
- Review of Committee Structure and revised Terms of Reference completed;
- Green rating achieved in the safeguarding standard and code of governance compliant;
- Improved communications with 8 different newsletters with 40% open rates;
- 3 new micro websites launched – Awarding body, Go Paddling and International Events;
- Membership satisfaction – 57% to 64% of members now satisfied with our communications;

The Chief Executive confirmed that despite being behind schedule on the club work (identified as a priority to be accelerated in the next 12 months) we were still on track to deliver Stronger Together by 2021.

DJ reiterated how pleased he was with the progress made and thanked everybody, including the staff team, for their contributions in 2018.

The Chair invited questions from the floor.

Steve Watts (SW) (Chair, Canoe Polo) queried the red status of point 7.4 in Action Plan 7 in relation to the development of comprehensive training for technical officials at all levels, which he considered to be at a good level for Canoe Polo. DJ responded that whilst there were examples of good practice, collectively across all disciplines this area of work had still to be fully embraced.

SW observed that Canoe Polo had not been represented in the “Look how far we’ve come” video even though international medals had been won in 2018. The Chief Executive acknowledged this and apologised for this oversight.

Peter Thorn (PT) complimented the team on a good review. He then queried what appeared to be a lack of ambition around increasing the number of clubs given they provide a good mechanism of introducing new people to the sport, as well as contributing income to British Canoeing.

DJ stated that the strategy was derived from wide consultation and there had been no strong sense that increasing the number of clubs was a priority. The current strategy was to increase the number of people in clubs and then advance towards increasing the number of clubs, a target that may well become part of the 2021-25 strategy. The Chair stated that it was good

to have this in mind for the next strategy cycle. PT declared that many clubs were already at their maximum capacity and that creating new clubs was not a massive task. The Chief Executive thanked PT for his comments and offered to discuss further after the meeting.

Stefania Rosso (SR) (Brighton) appealed for a push to expand partnerships with those active in the open access and sustainable space, as she was a core member of a student group for sustainable sport. The Chief Executive thanked SR for her comments and noted that work had been undertaken in this area although not duly represented in the review. DJ confirmed that British Canoeing were working with agencies in this space and that 42 clubs were actively registered as paddle-ability clubs. However, he recognised that further work was still required in this area.

James Smythe (JS) (Marathon Racing Committee) noted that the MRC had worked in parallel with British Canoeing 2-3 years ago and that this was not always positive. However, 2 years into the new strategy, British Canoeing had engaged more, really listened, offered help to deliver better events, coaching improvements and safeguarding advice. Overall, he noted that amazing progress had been made. The Chair thanked JS for his comments.

The Chair confirmed that in 2020, British Canoeing would launch consultation for the development of the next 4 year strategy (2021-2025).

8. To confirm the re-appointment of Ivan Lawler MBE, as President of British Canoeing.

The Chair confirmed that British Canoeing appoint the President every two years. Ivan Lawler MBE was first appointed in 2017 and had worked extremely hard during his term and had provided commitment, advice and guidance to British Canoeing. The Chair thanked IL for the massive contribution he had made to the organisation as President. The Chair confirmed IL was standing again unopposed.

This appointment was proposed by Teresa Gregory and seconded by Pam Bell.

Votes for: 129
Votes against: 1
Abstentions: 2

The appointment was approved for Ivan Lawler MBE to be President until the AGM in 2021.

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

The Chair confirmed that the Articles provide for the AGM to appoint Vice Presidents to British Canoeing. The National Honours and Awards Panel (NHAP) considered nominations for the post of Vice President and those recommendations had been approved by the Board in January 2019. There were 3 worthy individuals who were proposed for nomination to the role of Vice President;

9.1 David Belbin

The Chair invited Norman Mason to speak to the proposal for David Belbin as Vice President.

This appointment was proposed by the Board of British Canoeing.

Votes for: 123

Votes against: 1

Abstentions: 8

The appointment was approved. The Chair congratulated David Belbin on his appointment as Vice President. David Belbin thanked the members for his appointment.

9.2 Jim Rossiter

The Chair invited James Smythe to speak to the proposal for Jim Rossiter as Vice President.

This appointment was proposed by the Board of British Canoeing.

Votes for: 123

Votes against: 2

Abstentions: 7

The appointment was approved. The Chair congratulated Jim Rossiter on his appointment as Vice President. Jim Rossiter thanked all of those he had worked with in the sport.

9.3 Greg Smale

The Chair invited Steve Watts to speak to the proposal for Greg Smale as Vice President.

This appointment was proposed by the Board of British Canoeing.

Votes for: 122

Votes against: 2

Abstentions: 8

The appointment was approved. The Chair congratulated Greg Smale on his appointment as Vice President of British Canoeing. Greg Smale thanked those he had worked with in the sport.

10. To approve the appointment of Directors nominated since the 38th Annual General Meeting

The Chair confirmed that in line with the Articles, the Board had sought nominations from The Canoe Association of Northern Ireland (CANI) and the Scotland Canoe Association (SCA) for Directors. The Chair confirmed that the existing Directors had been re-nominated. The votes were taken together.

The appointments were proposed by David Belbin and seconded by Brian Chapman. The vote in the room was recorded as a single count.

10.1 Stephen Craig - Director nominated by The Canoe Association of Northern Ireland

Votes for: 121

Votes against: 1

Abstentions: 8

10.2 Steve Linksted - Director nominated by Scotland Canoe Association

Votes for: 122

Votes against: 1

Abstentions: 7

The appointments were approved.

11. To Amend the Articles of Association as per Board recommendations.

The Chair introduced this item and explained that several changes to the Articles were proposed by the Board that were fully explained in the papers shared in advance. The Chair advised that there was clear rationale for each of the changes. These motions were special resolutions and as such would require approval by 75% of the votes cast.

The Chief Executive highlighted that the key drivers behind the changes fell into three categories that would be considered in 3 block votes:

1. UK Agreement;
2. Revised Committee Structure;
3. Minor changes

11.1 Proposal to Amend the Articles which reflect the new UK Agreement (“Aa” –“Ah” on article changes paper)

There were 8 proposed changes (affecting 10 Articles) relating to the UK Agreement within Voting Block 1.

The Chief Executive outlined the purpose of the UK Agreement which is to guide the way the four national associations work together. The UK Agreement recognises that the 4 companies are independent. Changes to the British Canoeing Articles are required to reflect the ways of working and responsibilities outlined in the UK Agreement.

DJ briefly outlined each of these Article changes (Articles 3.1, 3.2, 5, 6, 7, 8, 10, 11, 26 & 48.)

Article 26 - it was identified that the way Article 26 was worded implied that a person had to be a single full member of SCA, CANI and Canoe Wales to have the right to vote at general meetings of British Canoeing. The Chair proposed to amend the wording within this Article and pluralise “member” so it read “Full Members of the Scottish Canoe Association, The Canoe Association of Northern Ireland and voting members of Canoe Wales shall have the right to vote...”. The members agreed to the Chair’s proposal.

The Chair proposed that a vote for these changes to the Articles relating to the UK Agreement should be taken as a single vote.

The members agreed that the vote be conducted on this basis.

This motion was proposed by Alan Laws and seconded by Sean Clarke.

Votes for: 126
Votes against: 0
Abstentions: 6

The motion was approved by the requisite 75% majority.

11.2 Proposal to Amend the Articles which reflect changes in the Committee Structure (“Ba” – “Bc” on Article changes paper)

There were 3 proposed changes to the Articles following the review of the Committee Structure within British Canoeing. DJ briefly outlined each of these Article changes (Articles 3.3; 78; 85).

The Chair proposed that a vote to bring the Articles in line with the revised Committee Structure should be taken as one vote. The members agreed that the vote be conducted on this basis.

This motion was proposed by Noel Humphrey and seconded by David Belbin.

Votes for: 126
Votes against: 0
Abstentions: 6

The motion was approved by the requisite 75% majority.

11.3 Proposal to Amend the Articles which are minor changes necessary for modernisation and/or to correct errors (“Ca” to “Ci” on Articles Changes Paper).

There were several proposed changes relating to the modernisation and correction of the Articles. The Chief Executive outlined each of the proposed changes.

Article 50 - DJ explained this Article in more detail. He advised that Article 50 was drawn directly from the UK Sport Code of Governance designed to give flexibility for a Board member to serve beyond 8 years if appointed;

1. As Chair of the Company or;
2. To a senior position with an international federation

Article 50 mirrored the wording of the UK Sport Code of Governance and would align British Canoeing to other NGBs.

Steve Watts (SW) asked for clarification on the definition of a “senior” position in an international federation. DJ stated that this would be for the Board to judge and for the members to approve but was likely to refer to Board Level appointments within the International federation. The Chair remarked that UK Sport could not define it any more precisely as each sport had different international structures, hence it had been written in this way.

Teresa Gregory (TG) stated that the wording appeared ambiguous and provided for the Chair to be able to serve 3 terms. The Chair consulted Board Member James Fry to check the feasibility of inserting a provision “subject to Article 51” that stipulated that the Chair can only serve a maximum of 2 terms. Following some discussion, the Chair proposed Article 50 was deferred until the AGM in 2020. The members approved this proposal.

Sean Clarke (SC) noted that some of the numbering was inaccurate. DJ confirmed the numbering had been complex because so many Articles were repositioned. He assured the members that this would be corrected in the final amended version.

David Moss (DM) suggested that in relation to Article 3.14 under “Ca” in the Articles changes paper, “others” be added to the “codes of conduct for members and canoeists” to encourage code of conduct to disseminate through clubs and elsewhere. The Chief Executive replied that this wording worked for the current position of the organisation. To have codes of conduct for others would be difficult to endorse due to the lack of jurisdiction over some parties. Policies, procedures and codes were constantly changing. It was agreed that this Article be revisited in greater detail next year.

The Chair proposed that a vote to correct minor amendments to the Articles be taken as a package, with the exception of Article 50 which would be withdrawn and presented to the next AGM in 2020.

This motion was proposed by John Chamberlin and seconded by Roger Fox.

Votes for: 127
Votes against: 0
Abstentions: 5

The motion was approved by the requisite 75% majority.

Any Other Business

No other business was received.

The Chair confirmed that the draft minutes would be made available on the website together with an amended copy of the Articles to show a clean version.

The Chairman thanked everyone for attending and for their continued work in support of British Canoeing.

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

Item 5 - 'To adopt the accounts for the financial year 1.11.18 to 31.10.19'

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 1.11.18 to 31.10.19.

Item 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 appointment of auditors was discussed at the November 2019 Finance and Audit Committee meeting and the January 2020 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 and 2018/2019.

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 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 of NGBs.

Recommendation

The Board therefore recommends the appointment of Haysmacintyre as auditors for the financial year 1.11.19 to 31.10.20.

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

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

A hard copy of the Annual Report will be available to those members attending the AGM.

Recommendation

The Board recommends the adoption of the Annual Report 2018/2019.

Item 8 - 'To confirm the appointment of Vice – Presidents nominated by the Board.'

The National Honours and Awards Panel met and considered the nominations for the post of Vice President. The position recognises those who have made a most unique contribution to the sport either as a participant, coach or administrator at national or international level.

The Panel has recommended that Christine Baillie be appointed as Vice President of British Canoeing.

Recommendation

The Board recommends the appointment of Christine Baillie as a Vice President of British Canoeing.

Christine Baillie

Chris took up kayaking as a young teenager in the early 60's with the West Yorkshire Canoe Club (WYCC). Paddling her Klepper Canvas folding canoe, she participated with WYCC in river trips, slalom, whitewater racing, all both locally and further afield as well as sea surfing in Wales and the North Yorkshire coast. It was also with the WYCC she started to dabble in helping to organise slalom events with early West Tanfield slaloms.

Over the following years she continued general paddling while living in Aberdeen, London and Essex. A few years after the final move back to Aberdeen when her son, Tim, joined the Scottish Junior Slalom squad, both Chris and her husband joined the group of volunteers running slalom in Scotland. She served as Chair of the Scottish Canoe Association (SCA) slalom committee for many years and has represented Scotland on the British Canoeing slalom committee for the last decade. She has volunteered at all international canoe slalom events held in the UK in the last 20 years, including the London 2012 Olympics. She has run premier and division 1 slalom events at Grandtully for decades and also helped at many lower division races throughout Scotland. Chris worked hard to get slalom events established and running at the new Pinkston Watersports Centre.

Chris has been a member of Aberdeen Kayak club for over 40 years. Although she no longer paddles herself, Chris continues to serve on the British Canoeing Slalom Committee and helps at races throughout Scotland and at Lee Valley.

Item 9 - 'To approve the appointment of Directors appointed since the 39th Annual General Meeting.'

The Board is seeking the approval for the appointment of 3 Non-Executive Directors from 14 March 2020.

9.1. Alexandra Lane (Director nominated by the English Forum)

The English Forum has the right to nominate 3 English Members to become Directors of British Canoeing. Dee Paterson's first four year term as Director ends at this AGM and following an open process, the English Forum has nominated Alexandra Lane to join the Board. Her first term would run from March 2020 to March 2024. A short biography of Alexandra Lane is contained within Appendix 1.

This nomination requires AGM approval.

9.2. Bronagh Kennedy (Independent Director)

Bronagh Kennedy joined the Board in March 2017 and has now completed her first term as an Independent Director on the Board. Bronagh has also served as Chair of the HR & Remuneration Committee for this same period. Bronagh is eligible for one further four year term as a Director.

Bronagh is wishing to serve again and this nomination has received the support of the Board. Bronagh's second term would run from March 2020 to March 2024. A short biography of Bronagh Kennedy is contained within Appendix 1.

This nomination requires AGM approval.

9.3 Martine Kushner (Independent Director)

James Fry joined the Board in March 2017 and has now completed his first term as an Independent Director on the Board. James has also served as Chair of the Governance and Risk Committee for this same period.

James indicated his intention to retire from the Board from March 2020 and an open recruitment process was managed to seek an Independent Director with a legal background to join the Board. This attracted a number of suitably experienced candidates.

The Board has supported the nomination of Martine Kushner to this position. Her first term would run from March 2020 to March 2024. A short biography of Martine is contained within Appendix 1.

This nomination requires AGM approval.

Appendix 1 - Biographies on those nominated as Directors in March 2020

9.1 Alexandra Lane

Alexandra is an active paddler who enjoys many disciplines including surf skiing, sea kayaking, stand up paddle boarding and flatwater racing where she has raced at the top level internationally.

Alexandra has a breadth of involvement with Canoe Clubs across the country, building up relationships with paddlers, volunteers and coaches. She has coached and volunteered at local level including mentoring younger athletes to join the National Marathon Championships 2020 committee. Alexandra is passionate about kayaking, about the people our sport brings together and the future of paddlesport.

Alexandra has a degree in Accounting and Management with first class honours and currently works at KPMG as an accounting and tax graduate.



9.2 Bronagh Kennedy

Bronagh Kennedy is a highly experienced Company Secretary and General Counsel who has worked for Severn Trent since June 2011. Previously Bronagh held a similar role at Mitchells & Butlers, where she worked for 15 years. Prior to that she was a Senior Associate at Allen & Overy.

With a demonstrable track record of success at a senior level with significant HR experience, Bronagh is also the Chair of British Canoeing's HR and Remuneration Committee.



9.3 Martine Kushner

Martine Kushner is a highly qualified Barrister, accredited mediator and part time Judge with excellent problem solving capabilities and a wealth of legal, advisory and governance experience. Martine currently specialises in family and civil work at 3 Paper Buildings and is ranked as leading junior counsel in *Chambers and Partners*.

Martine has extensive board advisory experience and is currently a member of the Star Club Rowing Board and since 2019, also sits on British Canoeing's National Disputes and Disciplinary Panel.

Upon becoming Director, Martine will also Chair British Canoeing's Governance & Risk Committee.



BRITISH CANOEING

40th ANNUAL GENERAL MEETING

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

On Saturday 14th March 2020 at 10.00am

PROXY VOTING

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 appoint a proxy electronically and this should be submitted no later than 9am on 12th March 2020.

This guidance is intended for those who wish to submit a proxy vote electronically and should be read prior to completing the form online found [here](#).

1. 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.
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, then please state "no" when asked on the electronic form 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. If you are appointing someone other than the Chair as your proxy, please ensure they are aware of how you wish to vote and 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.
3. To direct your proxy how to vote on the resolutions click 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.
4. 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 9am on 12th March 2020.

5. 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 form.
6. 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).
7. If you submit more than one valid proxy appointment, the latest appointment received closest to 9am on 12th March 2020 will take precedence.
8. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice or electronic submission clearly stating your intention to revoke your proxy appointment to **Charmaine Gawler at British Canoeing, National Water Sports Centre, Adbolton Lane, Holme Pierrepont, Nottingham, NG12 2LU** or by email to **charmaine.gawler@britishcanoeing.org.uk**. 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.
9. The revocation notice must be received by the Company before 12.00 noon one day prior to the commencement of the meeting (i.e. 12 noon on Friday 13th March 2020.)
10. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 1, your proxy appointment will remain valid.
11. Proxy Votes submitted electronically should be received no later than 9am on the 12th March 2020.