

**BRITISH CANOEING  
ANNUAL GENERAL MEETING**

**SATURDAY 9<sup>th</sup> MARCH 2019 AT 10.00am**

**TO BE HELD AT:**

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

**BRITISH CANOEING 39TH ANNUAL GENERAL MEETING**

Notice is hereby given that the 39<sup>th</sup> Annual General Meeting of British Canoeing will be held at Eastwood Hall, Mansfield Road, Eastwood, Nottingham, NG16 3SS, on **Saturday 9<sup>th</sup> March 2019 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](mailto: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 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;**

**By 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.

**By Rail**

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

**By Air**

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



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**Item 2 - 'To appoint tellers for the meeting'**

Three tellers will be appointed from those attending the AGM.

**BRITISH CANOEING  
38TH ANNUAL GENERAL MEETING MINUTES**

**Held at Eastwood Hall, Nottingham, NG16 3SS  
On Saturday 24th March 2018 at 10.00am**

**In Attendance:**

**Voting Members:**

Alan Laws; Alan Mellor; Alan Lee; Andrew Train; Barry Curley; Ben Seal; Bethan Morris; Bruce Buckland; Brian Chapman; Cathy Wynne; Carl Von Berg; Charles Mann; Christopher Arrowsmith; Clare Dallaway; Colin Broadway; Daniel Udell; Dave Rossetter; Dave Spencer; David Belbin; David Green; David Robinson; David Wakeling; David Walton; Dee Paterson; Deirdre Hanson; Derek Playford; Greg Spencer; Guin Batten; Howard Blackman; Ivan Lawler MBE; James Rossiter; Jane Evans; Jenny Spencer; Joan Veal; Joe Parkin; John Chamberlin; Kevin East; Kev Homewood; Laura Hussey; Graham Kingebay; Matt Sim; Mark Bache; Mark Thomas; Nicola Bache; Noel Humphrey; Oliver Robins; Pam Bell; Paul Carroll; Paul Ratcliffe; Paul Robertson; Peter Harris; Peter Schofield; Professor John Coyne CBE; Rae Baker; Richard Bowyer; Richard Boreham; Roger Fox; Rowland Lawler; Siobhan Urquhart; Sophie Walton; Stan Missen; Stephen Craig; Sandra Homewood; Stephen Moore; Steve Warwicker; Stuart Smith; Teresa Gregory; Tony McCabe.

**Non-Voting Attendees:**

Allison Slater; Chris Page; Gary Palmer; Molly Green, Robert Brookes, Stuart Fraser, Sara Whelan.

**British Canoeing Board Members:**

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

**Staff Members in Attendance:**

Paul Ratcliffe, Guin Batten, Barry Wade, Lee Pooley, Urvasi Naidoo, Susan Hicks, Rob Knott, Ruth Norfolk, Laura Peberday, Jack Carnell, Laura Sutherland, Gemma Wiggs, James Unsworth, Zofia Campbell, Chantelle Grundy, Ben Seal, Howard Blackman.

**Apologies:**

Greg Smale, Allen Westerby, Steve Clarke, Steve Linksted, 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, the Vice Chair David Belbin, the President Ivan Lawler MBE and David Joy, Chief Executive Officer. He then acknowledged fellow Board Directors in the room; James Fry, Richard Boreham, Clare Dallaway, Bronagh Kennedy and Dee Paterson along with David Wakeling and Mark Bache who were both seeking appointment at the meeting. He noted that two Board Members, Greg Smale and Steve Linksted had sent their apologies.

The Chair explained that one of the motions later on the agenda was to change the Articles in relation to

proxy votes. The Articles provided for proxy votes only to be counted if a poll vote was called, but this had not been the custom and practice within British Canoeing at previous meetings. The Chair stated that he was proposing that the counting of Proxy Votes on a show of hands be applied for the meeting without the need for a poll vote.

Members agreed that the meeting should be conducted on this basis.

## **2. To Appoint Tellers for the Meeting.**

The motion was proposed by Alan Laws and seconded by Richard Boreham to appoint Derek Playford, Barry Wade and Lee Pooley as Tellers.

Votes for: 85

Votes against: 0

Abstentions: 11

The tellers were appointed.

## **3. To Adopt the Minutes of the 37th Annual General Meeting held 25 March 2017.**

Teresa Gregory raised that she thought some persons had been omitted from the attendees listed. The Chair confirmed the attendees recorded were based on those that had registered and were entitled to vote. A further check would be conducted.

The minutes were proposed by Alan Laws and seconded by Roger Fox.

Votes for: 96

Votes against: 0

Abstentions: 0

The minutes of the 37th Annual General Meeting were adopted.

## **4. To consider matters arising from the minutes of the 37th Annual General Meeting.**

At the 37<sup>th</sup> Annual General Meeting a motion proposed by Ivan Lawler MBE and Teresa Gregory regarding athlete welfare had been discussed and approved.

A report from the Board of British Canoeing provided an update on the work on athlete welfare and wellbeing which had been completed during the past twelve months. Paul Ratcliffe, Performance Director was invited to speak to the report and explained briefly about the philosophy of putting athletes at the heart of the programmes. There had been some significant developments and improvements which were recorded in the report. Paul Ratcliffe highlighted progress in the following three areas:

**Culture.** It was clear that there had been very different cultures and experiences in the Sprint, Slalom and Para programmes and the team were working hard to develop a better performance environment and culture across all programmes. New Head Coaches had been appointed in all three programmes and

all three had an athlete centred approach. Zofia Campbell had been appointed Performance Wellbeing Coach and a Performance Wellbeing Group had been created.

**Processes.** Clear lines of accountability had been confirmed with the Performance Director working more closely with the Chief Executive and being fully accountable to the Board through the Chief Executive. Safeguarding processes and the Safeguarding personnel had changed to improve independence and transparency.

**Communications.** Besides the improvements in several key policies such as the Selection Policies, and the Whistleblowing Policy, an Athlete Representatives Group had been created and there was better communication and collaboration with athletes over welfare issues.

Paul Ratcliffe confirmed this was an ongoing commitment and that British Canoeing would work hard to continuously improve and develop best practice in athlete welfare.

The President, Ivan Lawler MBE replied and acknowledged that much work had been done in this area and that the benefits had been felt not only by athletes but also parents, supporters and coaches. He was encouraged to see so much progress and a distinct change of tone and an increase in positivity within the programmes. In particular, changes to the structure and the staff on the programmes had been very positively received and the athlete voice could now be heard without fear of backlash. However, he confirmed there was still work to be done and he would remain vigilant for any sign of slippage on the principles and actions promised.

The Chair thanked the President for his reply and assured the attendees that the Board was fully supportive of this work to enhance and further develop athlete welfare. He also thanked and congratulated Paul Ratcliffe, Zofia Campbell and the whole Performance team for their dedication and hard work to achieve so much in a short space of time.

## **5. To Adopt the Minutes of the Extraordinary General Meeting held 25 March 2017.**

This was proposed by Roger Fox and seconded by Richard Boreham.

Votes for: 96

Votes against: 0

Abstentions: 0

The Minutes of the Extraordinary General Meeting were adopted.

## **6. To consider matters arising from the Extraordinary General Meeting.**

Teresa Gregory raised a query regarding the terms of office for Directors and sought clarity regarding the process. In particular, when reading the summary board minutes, she had got the impression that there was an understanding that Board Directors would automatically be reappointed for a second term without any reference to a skills matrix and an appraisal/evaluation.

The Chief Executive replied that in relation to terms of office, each Director was appointed for one term



of four years but is eligible for up to two terms. They would each be required to go through a reappointment/re-election process once their first term of office had ended. This would include approval by the AGM. He apologised for any lack of clarity within the summary minutes but confirmed a clear understanding of this process.

In relation to reappointment of Directors, the Chief Executive confirmed that the term of each Director was now clearly detailed on the web site.

**7. To adopt the accounts for the financial year 1.11.16 to 31.10.17.**

The Chair asked the Vice Chair and Chair of the Finance & Audit Committee, David Belbin to introduce the accounts. David Belbin explained that throughout the year membership had increased and that this was very encouraging. He explained that following an internally commissioned VAT review British Canoeing had determined that it should make a retrospective payment to HMRC on the basis of a changed VAT environment. This payment had offset the additional membership income.

The additional VAT payment and a change in accounting policy recommended by British Canoeing auditors and accepted by the board had resulted in a break-even year despite more income being generated from membership and coaching.

The motion to adopt the accounts was proposed by Derek Playford and seconded by Roger Fox.

Votes for: 95

Votes against: 1

Abstentions: 0

The accounts were adopted.

The Chair noted that there had been a significant volume of work within the area of finance and audit during the previous twelve months and he expressed thanks and appreciation to David Belbin, the Finance and the Audit Committee and internal staff for all their work over the year.

**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.**

The Chair advised that, in accordance with best practice, the audit partner at Haysmacintyre had changed and that the Audit and Finance Committee and the Board proposed to re-appoint Haysmacintyre as they were the firm with the most relevant sports sector experience.

The motion was proposed by Dave Spencer and seconded by Roger Fox.

Votes for: 95

Votes against: 1

Abstentions: 0

The appointment was approved.

## **9. To adopt the 38th Annual Report of British Canoeing for 2016/2017.**

The Chair noted that the Annual Report had been circulated to all members attending the AGM and was also available on the website. He commended the report to the members noting that its format was in response to member requests at the last AGM. He thanked all of those who had provided individual reports which had been incorporated into the Annual Report. The President, Chief Executive and Chair had all provided a report of the year within the document.

The Chair noted that he would wish to see his report and that of the Chief Executive as in the printed version without the need for them to speak to it. However, he expressed the view that it was important to hear from our President and invited the President, Ivan Lawler, to speak to his report.

The President stated that since his appointment he had discovered just how wide ranging British Canoeing interests were and that he had been introduced to people, skills and experiences that were completely new to him. He noted that as a member organisation, the members are capable of making huge changes if they come together across the many aspects of common interest. He had made an effort to visit each discipline, region and home nation during the year and would continue to do this in the future. His message was that we should set aside our preconceptions of what other disciplines do, what other people value, and of how valued we are within the organisation. This would be the first step to becoming a stronger group, a group that is capable of progress, change and success. He stated that he believed every discipline within British Canoeing have the same struggles, the same needs, and share common goals. He believed all members share a common interest to enjoy our paddling more often, in more places, with more like-minded people, and feel represented by British Canoeing. He said members want to know that they were heard and that their views were both respected and valued.

He confirmed he had taken on a more active interest in matters of access after meeting Pam Bell from Waters of Wales and that he recognised access to water as the single most important thing we need to address as a sport.

His explained that his experiences throughout the year had led him to better understand the value in the strategic plan in that it provided the members with clear ways that they could be involved in the growth and development of the sport and that the title offered a really positive way forward and was not simply a marketing phrase.

The Chair thanked the President for his report and invited questions on the whole report.

Teresa Gregory suggested that everyone present should take the Annual Report document back to their clubs and share it as it was very useful. The Chief Executive confirmed that a hard copy of the Annual Report would be circulated to all clubs.

The motion to adopt the Annual Report was proposed by Dave Green and seconded by Colin Broadway.

Votes for: 96

Votes against: 0

Abstentions: 0

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 Chief Executive confirmed that he was pleased to see within the Annual Report all the excellent work of the Committees and Regions and acknowledged the volume and quality of this work and its importance within British Canoeing.

He also confirmed that he was also pleased to see how “Stronger Together” had been embraced by many during the year. He felt that whilst there was still much to do, there was a sense that more people were now wanting to work together which was encouraging.

He commented that whilst it was a 4 year strategy, some encouraging progress had been made in the first year and this progress was highlighted within the Annual Review. He also commented on some of the challenges that had been faced during the year, not least the reduction in funding which had led to a reduction in staff numbers and some difficult athlete welfare matters. Despite these challenges, he noted 9 out of 67 KPI’s within the strategy had already been achieved. He highlighted the completion of the Membership Review, plans to have four international events before 2021, the launch of a new economic model for coaching, and the launch of an eLearning platform for coaches which had been accessed 17,000 times in just 4 months.

The issue of access and the challenges around access had been identified in Ambition Six and it had been identified as a key area of focus for 2018. The Chief Executive invited the President to speak about the joint statement on access.

The President explained that it had become apparent to him that the work around improving access lacked urgency and a defined direction and target. He and Pam Bell had initially put forward a motion to the AGM to encourage a more urgent approach. The motion was published at the same time as the series of British Canoeing roadshows were being held, where British Canoeing was also setting out its intention to launch an Access Charter and campaign. It became apparent that the two proposals and intentions were very similar. Following constructive discussions, a joint statement on access was developed and he and Pam Bell felt it contained serious commitments to address the points raised in the motion and so the motion had been withdrawn in favour of supporting the joint statement. Pam Bell was invited to comment on the matter

**Pam Bell** explained that British Canoeing was agreeing to the Access campaign for England but this did not include Wales due to devolution of access and facility policy. She suggested that the Canoe Wales Board should call an Extraordinary General Meeting to discuss the relationship between the NGB and the commercial operation at the Trewern. She then proceeded to outline the work that had been done to gain open access to water. She urged everyone to see the campaign through in England. She predicted that there would be huge opposition and there would be huge pressure to settle for less, but that we should continue to press for proper access to inland waterways. She felt that these were exciting times for access in England and she felt privileged to be a part of it.

The Chair invited Ben Seal, British Canoeing Places to Paddle Manager, to speak.

**Ben Seal** thanked Pam Bell and the President, Ivan Lawler and for their continuing commitment to the work and to the Access advisory group for their passion, their work, and the progress that had already been made. He believed that the membership were positive about British Canoeing's approach and their clear goals as set out in the Charter. He acknowledged that legislation would be hard to achieve but that it was the long term aspiration.

**David Wakeling** Chair of Canoe Wales responded to Pam Bell and stated that he felt that legislation was still a possibility in Wales. He noted that Pam Bell had brought a motion to Canoe Wales AGM on this matter. With regard to the charges set by Canoe Wales he explained that commercial income was vital to the organisation and without it the organisation would fold. They have costs to meet such as maintenance and water releases. In this respect, he explained that Canoe Wales is currently experiencing considerable funding pressures.

**Alan Lee** asked what the meeting thought of actions such as a Mass Trespass similar to the campaign launched by ramblers.

**Ben Seal** replied that this type of action would not send out the right message and might be detrimental to the wider case.

The Chair asked if there were any other comments on the Annual Review.

Jim Rossiter asked in relation to Ambition 2 what was being done to retain old members and find out why they were leaving.

The Chief Executive explained that new systems would be in place by the end of April to gather insight into membership and the organisation would be in a stronger position to understand why members leave and to encourage them to return.

## **10. To approve the appointment of Director(s) appointed since the 37th Annual General Meeting.**

### **10.1 Mark Bache Independent Director**

The Chair confirmed that as David Belbin was leaving the Board at the end of this Term, the Board required a qualified accountant with sufficient experience to replace him as a Director and Chair of the Finance and Audit Committee. He confirmed that an open and transparent recruitment process was carried out and Mark Bache was selected as being the best candidate. It was noted that whilst Mark is active at his club he is not a secretary, treasurer or chair and therefore falls within the definition of independent director.

Mark Bache introduced himself as a member of Solihull Canoe Club and organiser of recreation tours for his club all over the country. In relation to work he explained that he is a chartered accountant with 32 years of experience. In the last 10 months he had set up his own finance consultancy.

This appointment was proposed by David Belbin and seconded by Richard Boreham.

Votes for: 97  
Votes against: 1  
Abstentions: 0

The appointment was approved.

### **10.2 Greg Smale Director nominated by English Council**

The Chair explained that Greg Smale was attending ICF meetings. He was the ICF Chair of Canoe Polo and had been doing some amazing work in support of Canoe Polo by securing a sponsor for the Canoe Polo championships. The Chair also explained that the maximum two terms of 4 years for Directors had been introduced in 2014 at which point all Directors had started their first term. Greg Smale had therefore served one term and was eligible to serve a second term.

This appointment was proposed by Carl Von Berg and seconded by Alan Laws.

Votes for: 96  
Votes against: 1  
Abstentions: 0

The appointment was approved.

### **10.3 David Wakeling Director nominated by Canoe Wales**

David Wakeling introduced himself. He explained that he had got involved in canoeing when his children were younger. He confirmed he was the Chair of Canoe Wales and was an electronics design engineer by profession and ran a small design and manufacturing company based in the valleys of South Wales.

This appointment was proposed by Roger Fox and seconded by Peter Harris.

Votes for: 81  
Votes against: 2  
Abstentions: 14

The appointment was approved.

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

The Chair introduced this item and explained that in response to points raised by the membership the Board had decided to propose some changes to the Articles. These motions were special resolutions and as such would require a majority of 75% of the votes cast.

### **11.1 Proposal to make the Articles gender neutral throughout.**

The Chief Executive explained that this had been discussed at the Extraordinary General Meeting in

2017. The current articles provided in the definitions:

“words denoting the masculine gender only shall include the feminine gender”

It had been suggested that this was not sufficient and that the articles should be fully amended so as to be gender neutral. The Board therefore proposed 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.

Votes for: 95

Votes against: 1

Abstentions: 2

This motion was proposed and seconded by the Board and was approved by the requisite 75% majority.

## 11.2 Proposal to Amend Article 27

It was noted that the Article did not actually allow for votes held by proxies to be counted on a show of hands. This was contrary to the Companies Act. The Board was proposing the following amendment so that the Articles were in compliance with the Companies Act and proxies would be counted on a show of hands. This would reflect what had actually occurred in practice.

The Board therefore proposed the following amendment:

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 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.

Votes for: 96

Votes against: 1

Abstentions: 0

This motion was proposed and seconded by the Board and was approved by the requisite 75% majority.

### 11.3 Proposal to Amend Article 31

If Article 27 was amended a subsequent amendment to Article 31 was required. 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.

The Board proposed the following amendment:

31. A Full Individual Member shall be entitled to appoint another Full Individual Member as their proxy to speak and vote for them at a general meeting. The instrument of proxy shall be in the following form:

"I [name] the undersigned, of [address] hereby appoint the chair of the meeting or, failing 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 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 they desire a person other than the chair of the meeting to be the proxy they may strike out the words "chair of the meeting, or failing 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.

Votes for: 96

Votes against: 1

Abstentions: 0

This motion was proposed and seconded by the Board and was approved by the requisite 75% majority.

### 12. To consider the motion proposed by A. Gregory, T. Gregory and I. Lawler MBE.

*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.*

**The President, Ivan Lawler** spoke to the motion and explained that the motivation behind this motion was to follow up on the motion put to the 2017 AGM and extend the positive changes beyond the Performance department and into the organisation as a whole. The intention was to ensure the organisation is transparent, accountable, and engages effectively with its stakeholders and nurtures and protects internal democracy in accordance with the Code for Sports Governance and that hopefully the organisation would continue to effect the changes necessary to make it one of the leading governing bodies in the UK.

The Board had considered the motion and had prepared a written response which was circulated with the papers. The Board recognised that there was still much to do to improve communication and transparency within British Canoeing but believed that positive steps had been taken and some progress has been made. The Chief Executive outlined in his reply some of the aspects of engagement and transparency.

The Motion was proposed by Teresa Gregory and seconded by Ivan Lawler.

Votes for: 96

Votes against: 1

Abstentions: 0

The motion was approved.

The Chair thanked everyone for attending and for their engagement and continued work in support of British Canoeing. He confirmed that the draft minutes would be made available on the website, together with an amended copy of the revised Articles.

The Chair expressed deep gratitude to the Vice Chair David Belbin who would be stepping down now that the AGM had come to an end. He stated that David Belbin had been a long serving and invaluable Board member. Outside the Boardroom he was a dedicated volunteer who had invested a huge amount of his time and energy in service to British Canoeing.

Roger Fox made an observation that whilst the provision of information and transparency was an admirable aim, there were a large amount of papers for the AGM and sometimes too many words can be off putting for some members.

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 38th Annual General Meeting'**

**Item 5 - 'To adopt the accounts for the financial year 1.11.17 to 31.10.18'**

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

**Item 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 appointment of auditors was discussed at the January 2019 Finance and Audit Committee meeting and the January 2019 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.

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.

**Item 7 - 'To adopt the 39<sup>th</sup> Annual Report of British Canoeing for 2017 / 2018'**

The Annual Report is included as a separate document to these papers and is presented 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 8 - 'To confirm the re-appointment of Ivan Lawler MBE as President (2019-2021).'**

Ivan Lawler MBE is one of Great Britain's most successful marathon paddlers of all time, he is a five-time canoe marathon World Champion and a Canoe Sprint World Champion.

He also competed at three-Olympic Games from 1988-1996 and was awarded an MBE for services to canoeing in 2000.

Ivan was appointed as President for the first time in 2017. The requisite nomination form was received having been signed by two Members from different National Associations for Ivan Lawler MBE to be re-appointed as President for a further two year period.

There was no other nomination received.

The Membership is requested to confirm the re-appointment of Ivan Lawler MBE as President until the AGM in 2021.

**Item 9 - '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 the most unique contribution to the sport either as a participant, coach or administrator at national or international level. The following are highly commended to the Members for approval.

**9.1 David Belbin**

David was introduced to canoeing at school where he paddled for fun and on white water when he could. This continued at University, with him getting increasingly into competitive canoeing and training, initially including slalom, a bit of canoe polo and then focussing more on wild water racing. The ethos at school and university was very much about older or more experienced paddlers coaching and teaching younger paddlers in the groups they canoed in, with a large training group that grew and developed at University, mainly competing in Wild Water Racing.

He has canoed ever since based in Nottingham and from the Nottingham Kayak Club which, as with many clubs, has a fantastic mix of people (and age) enjoying and benefiting from canoeing. As a chartered accountant in training and then by profession, he was quickly pulled in to both club committees and the British Canoeing Wild Water Racing Committee. As well as treasurer and project roles for both of these, he also ran the Wild Water races on the Trent and at Holme Pierrepont for over 10 years and organised some group trips to train and race in Europe.

From 1993 onwards he competed in C2 at the Wild Water Racing World championships, in World Cups in Europe and the US until 2000 and then again at the World Championships in 2006. This included the experience of a home World Championships and being part of the C2 team winning a bronze medal at Bala in 1995. During that time, he increasingly took part in marathon racing ranging from the Exe, Conwy and Waterside races to the Tay, Liffey and Sella in Spain, often in K2.

David was asked to take on the then BCU Honorary Treasurer post in 2002 and joined the Board, being a member until 2018. This became the finance role on the board and chair of the finance and audit committee and during which he met many more people in the sport and was able to appreciate the many different regions and aspects of canoeing, whether through the English Council, from the Home Nations or other events.

Company number 01525484

In the last few years on the board he took on roles as acting Chair and as the Vice-Chair, and was the British Canoeing member of the Steering Group for the 2015 slalom world championships at Lee Valley liaising with the ICF, Lee Valley and UK Sport. There have been some challenging finance and budgetary issues to manage and David was fully involved as the board developed into the current structure; specifically in recruitment. He was delighted to see the number of people from the sport willing to come forward with a diverse range of board skills.

He has also been a trustee of the Canoe Foundation for a number of years and in continues to work with the Foundation as Chair of Trustees and is working actively to see the Foundation develop further to improve canoeing opportunities.

## **9.2 Jim Rossiter**

Jim has been involved within canoe racing for the last 46 years, and has been a pivotal influence at club, regional, and national level.

Jim's volunteering involvement began in 1972 as Team Manager to the GB marathon team, a role which he continued until 2008, overseeing an astounding 47 world titles in World Championships and World Cups over that period. His work, knowledge and influence was also fundamental in Great Britain securing and running the first ever Marathon World Championships in 1988, and the ninth in 2001. During this time Jim also served on the Marathon Racing Committee, contributing to all aspects of the discipline.

Jim was a co-founder of Wey Kayak Club in 1972, one of the country's strongest and most successful racing clubs, and home club to Olympic Champion Liam Heath. He has served on the club committee since its foundation, and as Chair for the last 20 years or more.

He also serves on the Board of the Guildford Waterside Centre, leading its redevelopment which has provided a facility of the quality required for paddlers from beginners to Olympic champions, as well as the range of other local clubs that use the centre.

Jim has served on the British Canoeing's Southern Region committee for many years, including as Chair, and Regional Marathon Advisor, overseeing the South Eastern region's Hasler racing competition.

Finally, Jim has served as the ICF's official commentator at World and European Marathon Championships in recent years, as the discipline's quality of presentation has developed. He has retired from this role and other international duties in 2018.

Jim's legacy is also the many volunteers, coaches, parents, current and ex-athletes still active in the sport today because of the direct and indirect support he has given them over the years.

### 9.3 Greg Smale

Greg has been involved in canoeing for 40 years, starting as a boy scout at the age of fourteen. With some experience marathon and canoe life-saving Greg has predominantly been involved in canoe slalom and canoe polo with a highest UK ranking in slalom of 32.

Greg represented GBR in Canoe Polo team for 10 years and won circa 25 internationals as well as silver and bronze at the European and World championships.

Greg has been involved in coaching the GBR Women and Men (four years each) to eight consecutive European and World Canoe Polo Championship Finals achieving three worlds and one European gold. He has also coached Sweden Men for two years.

He is a UK Sport International Leadership Programme graduate; Level 5 Canoe Polo Coach and holder of the British Canoeing Award of Merit; holder of the ICF Award of Merit for Services to Canoeing and an ICF Grade 'A' Canoe Polo Referee.

Greg has been Chief Official for two World Games and four World Championships and has held other leadership positions at various World and European championships.

He has helped develop coaches and the national teams of Australia, Canada, Chinese Taipei, Namibia, New Zealand and Malaysia.

Between 2006 and 2014 Greg was ICF Canoe Polo Chair and Board Member. He negotiated the first non-canoeing related sponsor for the ICF.

In 2016 Greg was re-elected ICF Chair Canoe Polo. In 2018 he negotiated new sponsorship which will deliver more than £400K in value to Canoe Polo. As Chair of ICF Canoe Polo Committee, Greg sits on the ICF Board of Directors.



**Item 10 - 'To approve the appointment of Directors nominated by The Canoe Association of Northern Ireland and The Scottish Canoe Association.'**

The Board sought nominations from The Canoe Association of Northern Ireland and The Scottish Canoe Association and the following current Directors were nominated to serve a second term on the Board.

**10. 1. Stephen Craig (Director nominated by the Canoe Association of Northern Ireland)**

Stephen started canoeing while at school and has been an active club paddler for most of his life. He is now one of the coach educators in the Canoe Association of Northern Ireland (CANI). Stephen joined CANI in the 70's and was elected to the Council in the 80's. He served as Treasurer for 10 years before accepting his current post of President in 2008.

His career started as an engineer with a TV rental company and went on to set up his own repair and maintenance business for electronics and central heating. In 2004 he changed tack and moved into working in the outdoor pursuits / team management industry. He is now working freelance in the outdoor industry and training groups for the Duke of Edinburgh Award.

Stephen is a member of the Governance and Risk Committee of the Board.

This would be his second term of office (2019 – 2023).

**10. 2. Stephen Linksted (Director nominated by the Scottish Canoe Association)**

Stephen (Steve) started paddling in the mid 1980's as a teenager with the Scouts and with Forest Canoe Club. Steve became a coach in 1988 and also competed in Slalom until the mid-1990s, when his sailing interests saw him racing a Dart 18 catamaran instead. He came back to paddling in 2009 and now coaches in both canoe and kayak regularly.

Steve is a member of Horsham Canoe Club, a member of the British Canoeing Slalom Committee and a Director of the Scottish Canoe Association. For his day job, Steve is an Air Traffic Control Quality Expert at London Gatwick Airport, although he still lives in Central Scotland, and he also holds a private pilot's licence to crown a lifelong love of aviation.

This would be his second term of office (2019 – 2023).

**Item 11 – ‘To Amend the Articles of Association as proposed by the Board’****1. Introduction**

**1.1** The Board of British Canoeing is recommending several changes to the Articles of the Company, for approval at the AGM on 9 March 2019.

**1.2** The changes proposed to the Articles, together with explanatory notes are presented below. A copy of the Articles which includes the proposed amendments, is attached as Appendix 1. Please note the numbering on the Articles in Appendix 1 has been updated to reflect the proposed changes (including insertions and deletions) and therefore may differ from the numbering detailed on the changes in this paper. Where this is the case, both the current and proposed Article numbers will be listed in the explanation section.

**2. Introducing the three main drivers for the proposed changes*****UK Agreement***

**2.1** Some changes to the Articles are required to reflect the new UK Agreement. This Agreement has been agreed between the Boards of British Canoeing and the other National Associations and replaces the previous Federal or Single Agreement.

**2.2** The UK Agreement defines how these Parties will work together. It brings greater clarity in areas such as the UK and English role and responsibilities of British Canoeing, the responsibilities of the other National Associations, membership and the funding agreement between the Parties.

**2.3** Whilst the changes proposed within the Articles bring greater clarity in these areas, they do not propose any changes to the governance arrangements of any of the Parties, or membership rights of any members.

**2.4** A copy of the UK Agreement is available on the British Canoeing web site [website](#).

***Revised Committee Structure***

**2.5** Some changes to the Articles are also required to reflect the changes to the committee structure within British Canoeing. The review of the committee structure and revisions to the terms of reference for each of the committees was completed in 2018.

**2.6** It is proposed that references to some of the individual committees are removed. The only committee other than the Board which is to remain referenced within the Articles, is the English Forum (one of the proposals recognises a change from the English Council to the English Forum.) It is proposed that this is retained within the Articles of the Company because the English Forum has the responsibility to nominate three English Directors to the Board, subject to the approval by the AGM.

- 2.7** An illustration of the new committee structure can be found on the British Canoeing [website](#) and the terms of reference for each committee will also be available via this link prior to the AGM.

***Minor changes***

- 2.8** There are also some further minor changes to the Articles required to reflect the process of modernisation and/or to correct simple inaccuracies.

**3. Process for Changes to be made**

- 3.1** All changes to the Articles will need to be approved by Special Resolution and therefore require a 75% majority of votes cast to be approved.

- 3.2** They will be considered in three block votes in the following categories:

**3.2.1 UK Agreement**

**3.2.2 Revised Committee Structure**

**3.2.3 Minor Changes.**

## Proposed Changes to the Articles

### A: UK AGREEMENT

#### A (a)

3.1 To act as the UK and English 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,.....)

#### **Explanation**

##### ***This change is required to reflect the UK Agreement.***

The addition of the words 'UK and English' makes it clearer that British Canoeing has both UK and English responsibilities. It also by implication reinforces that there are governing bodies with responsibilities for the development and delivery of the sport in Scotland, Wales and Northern Ireland.

#### A (b)

3.2 To promote secure, as far as practicable, consistent policies ~~a uniform policy~~ in all matters affecting the administration and development of canoeing in the United Kingdom

#### **Explanation**

##### ***This change is required to reflect the UK Agreement.***

This makes it clearer that the four Governing Bodies in the UK are independent of each other and that they will work together as far as practicable to develop consistent policies. As there are different funding partners, different laws and different boards, complete uniformity is unlikely. This better reflects the reality of the current day working partnerships.

#### A (c)

#### **Membership**

5. The Members shall consist of:

- a. **Full Individual Members:** Members from each of the National Associations 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. British Canoeing operates membership services for

its members in England. Full Members of The Scottish Canoe Association and The Canoe Association of Northern Ireland and Voting Members of Canoe Wales over the age of 18, shall automatically become Scottish, Northern Irish and Welsh Members of British Canoeing respectively and as such Full Individual Members of British Canoeing.

#### **Explanation**

##### **These changes are required to reflect the UK Agreement.**

These additions to the Articles provide more clarity about British Canoeing Membership in relation to the membership provided by the National Associations in Scotland Wales and Northern Ireland. The actual membership has not changed in any way, but this provides more clarity about who is a Full Individual Member of British Canoeing and how this relates to the members of the National Associations.

#### **A (d) – Membership cont.**

6. The CEO or their designate~~Secretary~~ shall forthwith notify every candidate for membership from England who has been accepted by the Board for membership of British Canoeing that 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 they have signed a written statement to that effect.~~
8. The Members within each National Association shall pay to the Company or such other National Association as the respective 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 or such other National Association as the respective Board may from time to time determine.

#### **Explanation**

##### **These changes are required to reflect the UK Agreement.**

These additions are bringing further clarity that the National Association Boards are responsible for setting the fees and agreeing the membership services within their own National Associations.

**A (e) - Membership**

10. A Member shall cease to be a Member of the Company on the expiry, for whatever reason, of their membership of ~~their 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.~~

**Explanation**

**This change is required to reflect the UK Agreement.**

Please note this section previously in Article 10 has been merged with Article 9 in the proposed Articles.

The change brings clarity to the fact that Membership of British Canoeing expires along with the expiry of membership of a National Association. The words deleted in the final sentence describe a process that doesn't happen in practice and are not required. Membership simply lapses if not renewed.

**A (f) - Membership**

11. If a Member shall resign or fail to pay the due subscription by the date of renewal of their National Association membership referred to in Article 9 they shall be deemed to have withdrawn from the Company, and that Member's name shall be erased from the ~~Database Register~~ of Members: provided that it shall be in the discretion of the Board to restore their name and membership rights on payment of the arrears due.

**Explanation**

**This change is required to reflect the UK Agreement.**

Please note this Article 11 will become Article 10 in the proposed Articles.

This is simply recognising the linkage between membership of a National Association and membership of British Canoeing.

**A (g)****Voting at general meetings**

26. *Only Full Individual Members are permitted to vote at general meetings. [A Full Member of The Scottish Canoe Association and The Canoe Association of Northern Ireland and a Voting member of Canoe Wales shall have the right to vote at general meetings of British Canoeing if they are eighteen \(18\) years of age or older.](#)*

***Explanation******This change is required to reflect the UK Agreement.***

Please note this Article 26 will become Article 25 in the proposed Articles.

This is again confirming which members of the National Associations have voting rights within British Canoeing and which members in Scotland, Wales and Northern Ireland are Full Individual Members of British Canoeing. This is not changing these voting rights, it is simply clarifying these within the Articles of British Canoeing.

**A (h) – Number of Directors**

48 cont. Each [National Association](#)~~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 [Association Council](#) removing a Director shall indemnify and keep indemnified the Company against any claim connected with the Director's removal from office.

***Explanation******This change is required to reflect the UK Agreement.***

This is a simple change reflecting a change of title from National Council to National Association

**B: COMMITTEE STRUCTURE****B (a)**

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).~~

**Explanation**

**This change is required following the review of the committee structure within British Canoeing.**

This deletion of the reference to the English Council reflects that these matters have been a responsibility of the Board of British Canoeing rather than the English Council for the past three years. This change is in line with the revised Terms of Reference for the English Forum, which have been approved by the Forum (previously the English Council).

**B (b)****Committees and sub-committees**

78. The Board may from time to time establish or appoint committees of the Board and subcommittees of the Company as it may deem necessary to meet the responsibilities of the company and the delivery of the strategy. ~~including the World Class Management Group, the English Council and the Coaching Strategy Group. The Board and may delegate to any such committee such powers and duties of the Board as it may think fit. Each Committee will be accountable to the Board and shall have Terms of Reference approved by the Board. 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 with the approval of the CEO by the Board or with its consent to such committees and their sub-committees.

**Explanation**

**This change is required following the review of the committee structure within British Canoeing.**

Please note this Article 78 will become Article 77 in the proposed Articles.

These proposed amendments reflect the changes to the committee structure of British Canoeing. This confirms the accountability of committees to the Board which is already reflected within all of the Terms of Reference of the Committees. It removes any reference to any specific committees other than the English Forum. The committee structure is presented on the web site.



**B (c)****English Forum*****English ForumCouncil***

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. Forum shall:

(a) Ensure good communication between the Regional and Discipline committees within British Canoeing on matters which impact on delivery in England;

(b) Provide a forum for the views of English member, clubs, centres and coaches England to be presented to the Board of British Canoeing and

(c) Select and ~~nominate~~ three Directors from England to the Board of British Canoeing

~~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.~~

***Explanation***

***This change is required following the review of the committee structure within British Canoeing.***

Please note this Article 85 will become Article 84 in the proposed Articles.

With the approval of the English Council the Title and role of English Council has been amended as shown above. Any other references to English Council within the Articles will be amended to English Forum.

**C: MINOR CHANGES (modernisation/corrections)****Regulations****C (a)**

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~~ codes of conduct for Members and canoeists~~canoeists~~, and promote the observance of the codes by its Members and others.

**Explanation*****This change is required to modernise or correct the Articles***

This amendment is to reflect that there is no longer just one, but several Codes of Conduct within British Canoeing including such as; the Coaches Code of Conduct, Athlete Code of Conduct. Others may be developed in the future.

**Information service****C (b)**

3.19 To provide and supply information and advice to Members concerning the practice of competitive and recreational canoeing by means of digital and non-digital forms of communication~~books, periodicals, magazines, journals, leaflets, advertisements, or any other appropriate methods.~~

4. The provisions of Section 112 of the Act shall be observed by the Company, and every Member shall complete a digital or 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.

26. Each Full Individual Member shall have one vote provided that no Full Individual Member shall be entitled to vote in a postal/digital 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 them at the time has been paid by no later than 48 hours before the appointed start of the general meeting.

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 their registered address as appearing in the [Database 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 [Database 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 them shall be entitled to have notices served upon 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 [Database Register](#) of Members by an address within the United Kingdom shall be entitled to receive notices from the Company.

#### **Explanation**

#### **These changes (Articles 3.19, 4, 26, 94, 95) are required to modernise the Articles**

Please note Article 26 will become Article 25 in the proposed Articles. Article 94 will become 92 in the Proposed Articles. Article 95 will become Article 93 in the Articles.

They are simple changes to reflect that communication with members now occurs through digital and non-digital channels and data is stored digitally.

#### **C (c)**

#### **Powers**

**3.30** And the Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:

(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 [spouses or civil partners](#)~~wives~~ and other dependants.

#### **Explanation**

**This change is required to modernise the Articles.**

We made changes to the Articles last year to ensure they are gender neutral. This one was missed. The change from 'wives' to 'spouses or civil partners' completes the exercise to make the Articles gender neutral.

**C (d)**

6. The ~~CEO or their designate~~Secretary shall forthwith notify every candidate for membership
17. The ~~CEO~~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 Chair who shall authorise the holding of a general meeting within 40 working days of the receipt of a valid order or request.

**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.~~
62. A member of the Board, and the ~~CEO~~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.
69. Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the ~~Secretary~~CEO at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice

**Explanation**

**These changes (6, 17, 58,59, 62, 69) are required to modernise and correct the Articles.**

Please note Article 17 will become Article 16 in the proposed Articles. Article 62 will become 61 in the Proposed Articles. Article 69 will become Article 68 in the Articles.

These simple change reflects that Company Law no longer requires British Canoeing to have a Company Secretary and that the CEO fulfils these roles within British Canoeing.

**C (e) – Membership cont.**

9. A Member may resign as a Member on giving written notice before the date in any one year on which 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.~~

**Explanation**

***This change is required to modernise or correct the Articles***

There is no liability if membership is not renewed.

**C (f)****Proceedings at general meetings**

24. The Chair or, in their absence, the Vice-Chair shall preside as 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 ~~a 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 ~~a some~~ Full Individual Member who shall be present to preside.

**Explanation**

***This change is required to modernise or correct the Articles.***

Please note this Article 24 will become Article 23 in the proposed Articles.

These are minor tidying changes.

**C (g) – Voting at general meetings**

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 or by proxy and.....

**Explanation**

**This change is required to modernise or correct the Articles.**

This Article 27 becomes Article 26 in the proposed Articles.

This provides clarity that proxy votes are counted within a show of hands vote at a General Meeting.

**C (h) – Voting at general meetings**

31. A Full Individual Member shall be entitled to appoint another Full Individual Member as their proxy to speak and vote for them at a general meeting. The instrument of proxy shall be determined by the Board and made available within the notice of the general meeting~~in the following form:~~

~~“I [name] the undersigned, of [address] hereby appoint the chair of the meeting or, failing 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 they think fit or abstain from voting~~

~~\_\_\_\_\_ Signed this [day] day of [month] [year]”~~

**Explanation**

**This change is required to modernise or correct the Articles.**

This level of detail about how the proxy form is presented is too much detail for the Articles and should be removed. The deletion is not removing the powers for proxy which remain clearly within the Articles, but it is proving flexibility to the Board to alter and improve the words and format on the proxy voting form should they wish to do so.

**C (i)****Postal ballot and electronic means of communication**

39. *The Board may appoint a teller(s) to assist the returning officer or appropriate organisation.*

***Explanation***

**This change is required to modernise or correct the Articles.**

These are minor tidying changes.

**C (j) – Number of Directors**

48. *The Board shall be comprised of:*

- a) *6 Directors who are British Canoeing Members (being nominees of the National Associations~~National Councils~~) made up as follows:*

*3 nominated by representing the British Canoeing-English Forum~~Council~~*

*1 nominated by representing The Canoe Association of Northern Ireland*

*1 nominated by representing Canoe Wales*

*1 nominated by 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.*

***Explanation***

***This change is required to modernise or correct the Articles***

These changes reflect that Directors are not representatives of other organisations but are nominated by them. A Director must legally operate in the best interest of the Company and not be representing or acting in the best interests of someone else.

**C (k) – Number of Directors**

49. Subject to Articles 50 and 53 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 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.

50. The exceptions to Article 49 are that:

b) a Director may serve on the Board for a maximum of twelve years if appointed:

i as Chair of the Company; or

ii to a senior position with an international federation.

c) ~~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 term as Chief Executive of the Company.

***Explanation******This change is required to correct the Articles***

Please note Article 50 is a new insertion into the proposed Articles. Cross referencing in Article 49 has been updated to reflect proposed Article changes elsewhere in the Articles.

These changes are being proposed to allow for an extra term for Directors who then become the Chair or who are involved at a senior level within an International Federation, where this would benefit the Company. It is consistent with the UK Code for Sports Governance. The appointment for a third term in this eventuality would still require the approval of the Board and the AGM. It is making a provision for this to occur but it is not automatic. The Board would have to carry out an assessment to determine whether the Director's work within the international federation was of sufficient value to the Company so as to justify a further term.



**C (I)****Word Meanings**

Chief Executive (CEO) The CEO is appointed by the Board to lead an Executive team and the non-executive committee structure and to manage the operations of British Canoeing in accordance with its Articles and Policies

~~"Coaching Strategy" the committee established by the Board in accordance Group" with Article 78 to deal with coaching matters in the United Kingdom;~~

"English ~~Forum, Council~~" the committee established by the Board in with Article 78 to ensure good communication between the Regional and Discipline committees within British Canoeing on matters which impact on delivery in England; to provide a forum for the views of English member, clubs, centres and coaches England to be presented to the Board of British Canoeing and to select and nominate three Directors from England to the Board of British Canoeing manage the sport and recreation of canoeing in England (including the Channel Islands and the Isle of Man and the British Overseas Territories);

"in writing" By digital, written or ,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 as set out in Article 5 including Members of the National Associations;

"National Associations" The Canoe Association of Northern Ireland, Canoe Wales, ~~and~~The Scottish Canoe Association and British Canoeing 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 and England 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~~

Ordinary Resolution An Ordinary Resolution is a resolution of the Company's Members, where no special resolution is required, and an ordinary resolution may be passed by Members with a simple majority of more than 50% of the votes cast

~~"Secretary"~~ ~~the person appointed from time to time as company secretary of the Company in accordance with Article~~

Special Resolution A special resolution is a resolution of the Company's Members which requires at least 75% of the votes cast by Members in favour of it in order to pass. Where no special resolution is required, an ordinary resolution may be passed by shareholders with a simple majority – more than 50% – of the votes cast.

~~"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.~~

***Explanation***

***This change is required to modernise or correct the Articles***

Additions, deletions or amendments to the meanings reflect the revised content of the Articles.

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 24 March 2018

**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 [UK and English](#) 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 ~~promote~~secure, as far as practicable, ~~consistent policies 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 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~~ codes of conduct for Members and canoeists~~canoeists~~, and promote the observance of the codes 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**

- 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 digital and non-digital forms of communication~~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.
- 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 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 [spouses or civil partners](#) ~~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.
  - 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 them or their 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 they are a Member, or within one year of ceasing to be a Member, for payment of the debts and liabilities of the Company contracted before they ceased 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).
  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:

<b>Words</b>	<b>Meanings</b>
"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;
"Chair"	the person appointed from time to time as Chair of the Board in accordance with these Articles;
<u>"Chief Executive (CEO)"</u>	<u>the CEO is appointed by the Board to lead an Executive team and the non-executive committee structure and to manage the operations of British Canoeing in accordance with its Articles and Policies</u>
<del>"Coaching Strategy Group"</del>	<del>the committee established by the Board in accordance with Article 78 to deal with coaching matters in the United Kingdom;</del>
"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 <del>Forum</del> <u>Coun</u> "	the committee established by the Board in accordance with Article 84 to <u>ensure good communication between the Regional and Discipline committees within British Canoeing on matters which impact on delivery in England; to provide a forum for the views of English member, clubs, centres and coaches England to be presented to the Board of British Canoeing and to select and <del>nominate</del> <u>appoint</u> three Directors from England to the Board of British Canoeing<u>manage the sport and recreation of canoeing in England (including the Channel Islands and the Isle of Man and the British Overseas Territories);</u></u>
"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"	a Director of the Company, appointed by the Board, who is not: <ul style="list-style-type: none"> <li>a) a member of any committee within British Canoeing, other than a committee of the Board, established by the Board;</li> <li>b) a director of, or a member of any committee established by, any National Association;</li> <li>c) a chair or secretary or treasurer of any Member club; or</li> <li>d) an individual whose primary employment or source of income is a canoeing trading activity;</li> </ul>
"in writing"	<u>By digital</u> , written <u>or</u> <del>or</del> printed <del>or lithographed</del> , 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 <u>as set out in Article 5</u> <del>including Members of the National Associations</del> ;
"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 [and British Canoeing](#) 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 [and England](#) 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;

"Ordinary Resolution"

An Ordinary Resolution is a resolution of the Company's Members, where no special resolution is required, and an ordinary resolution may be passed by Members with a simple majority of more than 50% of the votes cast

"President" the person appointed from time to time to be President of the Company in accordance with Article 57;

~~Secretary" the person appointed from time to time as company secretary of the Company in accordance with Article 59;~~

"Special Resolution"

A special resolution is a resolution of the Company's Members which requires at least 75% of the votes cast by Members in favour of it in order to pass. Where no special resolution is required, an ordinary resolution may be passed by shareholders with a simple majority – more than 50% – of the votes cast.

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

"Vice-President" a person appointed from time to time as a vice-president of the Company in accordance with Article 58;

~~"World Class the committee established by the Board in accordance Management with Article 78 to deal with the management of the World Group" Class programmes.~~

Words importing the singular number only shall include the plural number and vice versa; 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 complete a digital or 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:
  - a) **Full Individual Members:** Members from each of the National Associations 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. British Canoeing operates membership services for its members in England. Full Members of The Scottish Canoe Association and The Canoe Association of Northern Ireland and Voting Members of Canoe Wales over the age of 18, shall automatically become Scottish, Northern Irish and Welsh Members of British Canoeing respectively and as such Full Individual Members of British Canoeing.
  - 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 CEO or their designate~~Secretary~~ shall forthwith notify every candidate for membership from England who has been accepted by the Board for membership of British Canoeing that 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 they have signed a written statement to that effect.~~
8. The Members within each National Association shall pay to the Company or such other National Association as the respective 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 or such other National Association as the respective 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 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.~~
- ~~10.9.~~ A Member shall cease to be a Member of the Company on the expiry, for whatever reason, of their membership of their 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.~~
- ~~11.10.~~ If a Member shall resign or fail to pay the due subscription by the date of renewal of their National Association membership referred to in Article 9 they shall be deemed to have withdrawn from the Company and that Member's name shall be erased from the Database Register of Members: provided that it shall be in the discretion of the Board to restore their name and membership rights on payment of the arrears due.
- ~~12.11.~~ 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 be considered under the dispute resolution procedure adopted from time to time by the Board.
- ~~13.12.~~ The rights and liabilities of Members shall not be transferable and shall cease on death.

## General meetings

- 14.13. 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.
14. All general meetings, other than annual general meetings, shall be called general meetings.
15. 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 89;
  - 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 58;
  - e) in the year of an election, to announce the appointment of the President pursuant to Article 57;
  - f) to appoint the Company's auditors; and
  - g) to transact such other business as may be brought before it.
16. The CEO 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 Chair who shall authorise the holding of a general meeting within 40 working days of the receipt of a valid order or request.
17. 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.
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 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.

19. 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**

~~21.20.~~ 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 of the Meeting shall have power to refuse any amendment which substantially alters the intention of the motion.

~~22.21.~~ 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.

~~23.22.~~ 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 16, 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.

~~24.23.~~ The Chair or, in their absence, the Vice-Chair shall preside as 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 ~~a 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 ~~a some~~ Full Individual Member who shall be present to preside.

~~25.24.~~ The chair 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 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.~~25. Only Full Individual Members are permitted to vote at general meetings. [A Full Member of The Scottish Canoe Association and The Canoe Association of Northern Ireland and a Voting member of Canoe Wales shall have the right to vote at general meetings of British Canoeing if they are eighteen \(18\) years of age or older.](#) Each Full Individual Member shall have one vote provided that no Full Individual Member shall be entitled to vote in a postal/[digital](#) 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 them at the time has been paid by no later than 48 hours before the appointed start of the general meeting.
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. 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 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.
27. The 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 chair of the meeting shall be entitled to a second and casting vote.
28. A poll may be demanded by the chair 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.
29. No poll may be demanded on the election of the chair of the meeting or on a question of adjournment. A poll on any other question 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.
30. A Full Individual Member shall be entitled to appoint another Full Individual Member as their proxy to speak and vote for them at a general meeting. The instrument of proxy shall be [determined by the Board and made available within the notice of the general meeting in the following form.](#)
31. 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 they desire a person other than the chair of the meeting to be the proxy they may strike out the words "chair of the meeting, or failing them "and insert the proxy's name. The instrument of proxy must be lodged with the Company as directed by the Board at least two clear days before the general meeting.

~~32. — “[name] the undersigned, of [address] hereby appoint the chair of the meeting or, failing 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 they think fit or abstain from voting~~

~~\_\_\_\_\_ Signed this [day] day of [month] [year]”~~

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,

- 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 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 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 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**

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 29 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(s) 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);

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 Associations National Councils) made up as follows:
    - 3 nominated by representing the British Canoeing English Forum Council
    - 1 nominated by representing The Canoe Association of Northern Ireland
    - 1 nominated by representing Canoe Wales
    - 1 nominated by 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.

Each National Association 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 Association 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 Articles 50 and 53 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 their appointment was ratified pursuant to Article 15c. 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.

50. The exceptions to Article 49 are that:

a) a Director may serve on the Board for a maximum of twelve years if appointed:

i as Chair of the Company; or

ii to a senior position with an international federation.

b) This Article shall not apply to Chief Executive of the Company (from time to time) whose term of office shall run concurrently with their term as Chief Executive of the Company.

49.

### **Chair**

50-51. The Board shall appoint a Chair following an open, publicly advertised recruitment process. The Chair shall serve for an initial four year term, (subject to Articles 49 and 53) from the annual general meeting following their appointment (pursuant to Article 15c). Upon expiry of this term the Chair will, subject to Articles 49 and 53, be eligible for re appointment for one further four year term. For the avoidance of doubt, the position of the 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 Chair shall not be eligible for re-appointment as a Director for the next four years.

51-52. 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**

52-53. The office of a Director shall be vacated if:

a) they become bankrupt or a receiving order is made against them, or they make any arrangement or composition with their creditors; or

b) they become of unsound mind; or

- c) by notice in writing to the Company they resign their office; or
- d) they become prohibited from holding office by reason of any court order made under the Act; or
- e) they are removed from office by a resolution duly passed pursuant to Section 168 of the Act; or
- f) they cease to be a Member of the Company (other than where they are an Independent Director or Chief Executive); or
- g) at least six other Directors entitled to vote direct that they should resign; or
- h) they shall without sufficient reason for two consecutive Board Meetings have been absent without permission of the Board and the Board resolve that their office be vacated.

### **Office holders**

~~53.54.~~ The Company may from time to time and if thought fit appoint a President and Vice-Presidents in accordance with Articles 57 and 58. Such offices shall be unpaid and no person holding such office shall be a Director by virtue of their office but any Vice President may be appointed as a Director in their own right pursuant to Article 47.

~~54.55.~~ 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 ~~Forum~~[Council](#).

~~55.56.~~ 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**

~~56.57.~~

- 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 17. 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.

- c) 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.

### **Vice-Presidents**

~~57-58.~~ 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 respective National [Association Council](#). If a person holding the position of Vice-President is appointed as a Director pursuant to Article 47 in their own right, 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**

~~58-59.~~ 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.

~~59-60.~~ The Chair shall preside as chair at all Board meetings at which they are present, but if at any meeting the 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 chair of the meeting.

~~60-61.~~ A member of the Board, and the [CEO 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.

~~61-62.~~ The quorum at board meetings shall be a majority of the number of Directors who are appointed to the Board.

~~62-63.~~ If at a quorate meeting there is agreement by consensus a formal vote need not be taken; the Chair may declare the motion to be passed by consensus.

~~63-64.~~ 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 chair of any meeting of the Board shall have a second or casting vote.

~~64-65.~~ Notwithstanding Article 63, any of the Directors shall be entitled to require any item of business to be decided by a formal vote of the Directors.

~~65-66.~~ If a Board meeting is inquorate, the 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 chair of the meeting. Any votes recorded at an inquorate meeting shall be invalid and not carried forward to a later meeting.

~~66-67.~~ 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.

~~67-68.~~ Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the [Secretary-CEO](#) 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.

~~68-69.~~ 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 chair of the meeting is.

~~69-70.~~ 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.

~~70-71.~~ 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.

~~71-72.~~ 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 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 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 a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by 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) their interest arises by virtue of their subscribing or agreeing to subscribe for any debentures of the Company or any of its subsidiaries, or by virtue of 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.

~~72-73.~~ The Board may authorise a Director to continue to participate in matters where they, or a person connected to them, has, or may possibly have, a conflict of interest with the Company's interests.

~~73-74.~~ A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.

~~74-75.~~ 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 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 own appointment.

~~75.76.~~ 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 chair of the meeting and their ruling in relation to any Director other than them self shall be final and conclusive.

### **Committees and sub-committees**

~~76.77.~~ The Board may from time to time establish or appoint committees of the Board and ~~sub~~committees of the Company as it may deem necessary to meet the responsibilities of the company and the delivery of the strategy. including the World Class Management Group, the English Council and the Coaching Strategy Group. ~~The Board and~~ may delegate to any such committee such powers and duties of the Board as it may think fit. Each Committee will be accountable to the Board and shall have Terms of Reference approved by the Board. 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 with the approval of the CEO by the Board or with its consent to such committees and their sub-committees.

~~77.78.~~ 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 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.

~~78.79.~~ 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.

~~79.80.~~ 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.

~~80-81.~~ 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 chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

~~81-82.~~ 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.

~~82-83.~~ All acts bona fide done by any meeting of the Board or by any committee or subcommittee 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 ~~Forum~~Council

~~1.1-84.~~ The English ~~Forum~~ shall;

~~1.2-a)~~ Ensure good communication between the Regional and Discipline committees within British Canoeing on matters which impact on delivery in England;

~~1.3-b)~~ Provide a forum for the views of English member, clubs, centres and coaches England to be presented to the Board of British Canoeing and

~~1.4-c)~~ Select and ~~nominate~~ three Directors from England to the Board of British Canoeing

~~85. 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

85. 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

83-86. 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).

84-87. 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.

85-88. 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.

86-89. 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

87-90. 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.

88-91. Auditors shall be appointed and their duties regulated in accordance with the Act.

## Notices

~~89-92.~~ 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 their registered address as appearing in the [Database Register](#) of Members or by giving notice using electronic communications to an address for the time being notified to the Company by the Member.

~~90-93.~~ Any Member described in the [Database 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 them shall be entitled to have notices served upon 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 [Database Register](#) of Members by an address within the United Kingdom shall be entitled to receive notices from the Company.

~~91-94.~~ 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 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

~~92-95.~~ 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

~~93-96.~~ 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 them to a person other than the Company or an associated company in connection with the execution of their duties, or in relation thereto including any liability incurred by them in defending any civil or criminal proceedings, in which judgment is given in their favour or in which they are acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part or in connection with any application in which the court grants 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.

94.97. 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.



## BRITISH CANOEING

### 39TH ANNUAL GENERAL MEETING

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

On Saturday 9<sup>th</sup> March 2019 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 either electronically or in paper form and this should be submitted no later than 9am on 7<sup>th</sup> March 2019. To submit your proxy vote electronically please click [here](#).

If you wish to submit your proxy vote in paper format, please complete the document titled **"Paper Proxy Form"** which follows the guidance notes. **Before completing this form, please read the following guidance and explanatory notes.**

#### Guidance and Explanatory Notes for the Paper Proxy Form

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 member of the Company and must attend the AGM to vote on your behalf. If you wish to appoint a person to be your proxy, then please insert their full name in the relevant box. If you do not enter a name, the Chair of the meeting will be deemed to be your proxy. 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 mark the appropriate box with an "X". If you do not mark a box 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 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 by the Company no later than 9am on 7<sup>th</sup> March 2019

5. Any power of attorney or any other authority under which this proxy form is signed (or a

signed copy of such power or authority) must be included with the proxy form.

**6.** In the case of a member which is a company, this proxy 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.** 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).

**8.** 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.

**9.** 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. 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 signed copy of such power or authority) must be included with the revocation notice.

**10.** 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 8<sup>th</sup> March 2019).

**11.** 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.

**12.** Proxy Votes may be sent by post or by email to be received no later than 9am on the 7<sup>th</sup> March 2019 and should be addressed to:

Charmaine Gawler  
British Canoeing,  
National Water Sports Centre,  
Adbolton Lane,  
Holme Pierrepont,  
Nottingham,  
NG12 2LU.  
[charmaine.gawler@britishcanoeing.org.uk](mailto:charmaine.gawler@britishcanoeing.org.uk)

### PAPER PROXY FORM

**Before completing this form, please read the attached explanatory notes:**

I, .....(your name) the undersigned, of  
.....

.....(your address),

membership number..... (your membership number)

hereby appoint the Chairman of the meeting, or failing him .....(insert name  
of your nominated proxy holder)

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 9th March 2019 at 10.00am and at any adjournment thereof.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If you do not tick the boxes and indicate your vote, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

<b>THE PROXY FORM FOR BRITISH CANOEING AGM 2019</b>			
<b>RESOLUTIONS</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>ORDINARY BUSINESS (requiring a simple majority of more than 50% of the votes cast)</b>			
<b>Item 2.</b> To appoint tellers for the meeting.			
<b>Item 3.</b> To adopt the minutes of the 38th Annual General Meeting.			
<b>Item 5.</b> To adopt the accounts for the financial year 1.11.17 to 31.10.18.			
<b>Item 6.</b> 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.			
<b>Item 7.</b> To adopt the 39th Annual Report of British Canoeing for 2017/2018.			
<b>Item 8.</b> To confirm the re-appointment of Ivan Lawler MBE as President			
<b>Item 9.</b> To approve the Vice Presidents of British Canoeing nominated by the Board.			
<b>9.1</b> David Belbin			
<b>9.2</b> Jim Rossiter			
<b>9.3</b> Greg Smale			
<b>Item 10.</b> To approve the appointment of Directors nominated by The Canoe Association of Northern Ireland and The Scottish Canoe Association			

<p><b>10.1</b> Stephen Craig</p>			
<p><b>10.2</b> Stephen Linksted</p>			
<p><b>SPECIAL RESOLUTION (Requiring 75% of the votes cast)</b></p>			
<p><b>Item 11.</b> To Amend the Articles of Association as per Board recommendations. (See Separate Paper)</p>			
<p><b>11.1</b> Amendments to the Articles which reflect the new UK Agreement <i>("Aa" – "Ah" on Article changes paper)</i></p>			
<p><b>11.2</b> Amendments to the Articles which reflect changes in the Committee Structure <i>("Ba" – "Bc" on Article changes paper)</i></p>			
<p><b>11.3</b> Amendments to the Articles which are minor changes necessary for modernisation and/or to correct errors <i>("Ca" – "Cl" on Article changes paper)</i></p>			

<p><b>Signature</b></p>	<p><b>Date</b></p>