



Extraordinary General Meeting

An Extraordinary General Meeting of the Scottish Orienteering Association will be held on Sunday 23 September 2012 at 15:00 at or near the Scottish Orienteering League event at Errochty, Blair Atholl [final venue to be posted once confirmed]

EGM AGENDA

1. Apologies for absence
2. Proposals
 - 1 Membership Fees and Levies for 2013
 - 2 Changes to Articles and Byelaws
3. Any Other Business
4. Proxy Voting Form

Appendix 1 Proposal 1

Appendix 2 Proposal 2

2 Proposals

Proposal 1 Membership Fees and Levies for 2013

See Appendix 1

Proposer: Ian McIntyre **Seconder:** Roger Scrutton

Proposal 2 Changes to Articles and Byelaws

See Appendix 2

Proposer: Roger Scrutton **Seconder:** Colin Matheson

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Company Secretary
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National Orienteering Centre
Glenmore Lodge
Aviemore
PH22 1QU

SCOTTISH ORIENTEERING ASSOCIATION - PROXY FORM

I/We, (print name(s) and address(es))

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being (a) member(s) of the Scottish Orienteering Association ("SOA"), and eligible to vote, hereby appoint the Chairman of the Meeting or (print name and address of proxy – if blank or invalid, the Chairman will be appointed)^{1,2}

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as my/our Proxy to attend, speak and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on 23 September 2012 at 3 pm and at any adjournment thereof.

¹ *Members are entitled to appoint a proxy of their own choice. A proxy need not be a member of SOA. If desired the name of such proxy can be inserted in the space provided in this form and the words "the Chairman of the Meeting or" shall be deemed to be deleted. If no name is inserted in such space, the Chairman of the Meeting will act as proxy.*

² *Voting eligibility rules are reproduced overleaf*

The Proxy is to vote in respect of the resolutions as follows³:

		FOR	AGAINST
Proposal 1	That Membership Fees and Levies for 2013 are accepted		
Proposal 2	That Changes to Articles and Byelaws are accepted		

³ *Instructions as to voting on the resolutions should be indicated by an "X" in the appropriate space. In the absence of such instructions the Proxy will vote (or abstain from voting) as he or she thinks fit on the resolutions.*

NOTES

1 To be valid this form of proxy must be received at the SOA Registered Office (National Orienteering Centre, Glenmore Lodge, Aviemore, PH22 1QU) not less than 48 hours before the time of the meeting (please note that postal deliveries to Glenmore Lodge can take a day longer than is the norm in cities and arrive late in the day).

2 The Proxy will vote (or abstain from voting) as he or she thinks fit, on any other business which may properly come before the meeting.

3 This form may be photocopied if further copies are required.

Appendix 1

Proposal 1 Membership structure and Fees for 2013

BOF has changed its membership structure and fees for 2013 to a simplified system and, at least for individuals, cheaper fees. To offset the loss of income from this change, BOF will increase the range of events from which it will recover levies in 2013.

SOA would normally agree its membership fees and levy charges at the AGM, but for the Board to gain as much guidance from the membership as possible before making a decision on whether and how to respond to the BOF changes, a discussion on the issue was held at the AGM and a proposal for 2013 deferred to this EGM.

Membership structure and fees

The SOA Board proposes that for 2013 we follow BOF in simplifying the categories of membership and reducing membership fees as far as we can. An area in which it was difficult to arrive at a proposal was Family membership. BOF has discontinued Family membership but reduced individual fees to a level that even if all family members join, the total cost is comparable to or only a few pounds more than 2012. If SOA retained a Family membership it would be administered by BOF only if all individual family members had joined BOF. At the same time, the Board would like a fee structure in which the cost for families would be comparable to 2012 even if all family members join. The proposal is as follows:

First free year of membership - discontinued
Senior Membership - £7
Junior Membership - £0
Youth Membership - discontinued
Family Membership - discontinued
Honorary Members - no change
Club affiliation - no charge for any club, closed or open
Group Membership - no change

These fees could produce a loss of income to SOA in 2013 in the order of hundreds of pounds, depending on the pattern of uptake of the new membership scheme.

Levy charges

We consider 2013 as an experimental year (as does BOF) because we do not know what effect the changes will have on subscription income. There may well be a need for further changes for 2014. However, in order not to exacerbate the effect of BOF extending levies to all events, in particular small events, of which we have a lot in Scotland, we propose to make no changes to levy charges for 2013.

Therefore, in 2013 SOA Levies will only apply to events where the Senior (Discounted) Entry Fee is £8 or over. The rate will be: Seniors, £1.00; Juniors, £0.40. The Junior Levy rate will apply to Students paying the same entry fee as Juniors.

Appendix 2

Proposal 2 Changes to Articles and Byelaws.

SOA Articles: Section 8 Proposed

8. MEMBERSHIP

8.1 The subscribers to the Memorandum of Association and such bodies or individuals as are admitted to membership in accordance with the Articles shall be members of the Company.

8.2 Membership shall be open to Individuals, Clubs, or Groups actively interested in promoting and developing the sport, subject to the following conditions in this Article.

8.3 Categories of Membership

There shall be the following categories of membership:-

8.3.1 Senior Members: Individual Senior membership shall be available to persons who are aged 21 or older on 31 December of the membership year, who have complied with the Membership Bye-law, and have paid the appropriate membership fee;

8.3.2 Junior Members: Individual Junior membership shall be available to persons who are aged 20 or younger on 31 December of the membership year, who have complied with the Membership Bye-law, and have paid the appropriate membership fee;

8.3.3 Honorary Members: Honorary membership: shall be open to such individuals who have given outstanding service or shown outstanding achievement in the Sport as shall have honorary membership conferred on them by a General Meeting of the Company on the recommendation of the Board.

8.3.4 Patrons: It shall be open to the Board to appoint Patrons to the Company on such terms as it may determine.

8.3.5 Other Categories of Membership: Other categories of membership may be defined in the Membership Bye-law.

8.4 Membership Bye-laws

The Company may adopt such Membership Bye-laws as it may deem to be necessary and expedient for the purposes of

(i) prescribing other categories of membership and the voting rights of such other categories of members;

(ii) prescribing conditions of membership, together with the admission and classification of all or any of the classes of membership; and

(iii) the membership fees payable

Notwithstanding Article 13.2 which generally authorises the Board to adopt Bye-laws, Membership Bye-laws shall only be adopted by a General Meeting of the Company, or by the Board with the prior approval of a General Meeting of the Company.

8.5 Admission or Affiliation to the Company

Any individual, desirous of joining the Company will be required to submit such information as may from time to time be required by the Board and will be required to deliver that together with such supporting documentation as may be required by the Board along with the appropriate annual membership fees. The Board shall consider the application and may at their discretion hear verbal submissions from any applicant. The admission or affiliation of individuals shall be determined promptly by the Board who have the power to grant or refuse admission to membership on such terms as the Board may from time to time determine. For the avoidance of doubt, admission will not be granted until after receipt by the Company of the appropriate annual membership fees. Membership is open to all and no applications will be refused on other than reasonable grounds. There will be no discrimination either in membership or in the provision of facilities or services on grounds of race, occupation, sex (save in the organisation of classes for competition) or religious, political or other opinion.

8.6 Unless with the prior written approval of the Board, it shall be a precondition of membership that each member shall observe the Company's child protection policies and procedures.

8.7 Each member shall be bound by and shall abide by these Articles, and any Rules, Bye-laws or policies made under the powers given in the Articles as well as any codes of conduct, disciplinary procedures and rules and anti-doping programmes which may be adopted from time to time by the Board. Any failure by any such member so to act will render such person

liable to be treated as having been guilty of misconduct in terms of Article 19 and they may therefore be subject to discipline in terms of Article 20.

8.8 Voting Rights

For the avoidance of doubt Honorary members and Junior members who are aged 15 or younger shall have no voting rights. Individual members shall each have one vote. Voting rights for other categories of members shall be as determined by the Membership Bye-laws. No member shall vote at any General Meeting in the Company unless all monies payable by the member have been settled. Proxy voting shall be allowed.

8.9 Termination of Membership

A member shall cease to be a member of the Company if their resignation from the Company is intimated in writing or there is a failure to pay the subscription and fees by the due date. The rights and privileges of membership are not transferable and shall cease on any member ceasing to be a member for whatever reason.

The Board may by a resolution passed by a two thirds majority present and voting at a Board meeting terminate the membership of the Company of any individual with effect from the date determined in such resolution after observing the rules of natural justice and in accordance with Articles 19 and 20 herein. After termination of membership, however caused, the rights of such a member shall cease but without prejudice to any outstanding claims by the Company against such a member or by such a member against the Company.

SOA Articles: Section 8 Existing

8. MEMBERSHIP

8.1 The subscribers to the Memorandum of Association and such bodies or individuals as are admitted to membership in accordance with the Articles shall be members of the Company.

8.2 Membership shall be open to Individuals, Families, Clubs, or Groups actively interested in promoting and developing the sport, subject to the following conditions in this Article.

8.3 Categories of Membership

There shall be the following categories of membership:-

8.3.1 Individual Members: Individual membership shall be available to persons who have attained their sixteenth birthday, who have complied with the Membership Bye-law, and have paid the appropriate membership fee;

8.3.2 Youth Members: Youth membership shall be available to persons under the age of sixteen, who have complied with the Membership Bye-law, and have paid the appropriate membership fee;

8.3.3 Family Members: Family membership shall be available to families who have complied with the Membership Bye-law and have paid the appropriate membership fee;

8.3.4 Honorary Members: Honorary membership: shall be open to such individuals who have given outstanding service or shown outstanding achievement in the Sport as shall have honorary membership conferred on them by a General Meeting of the Company on the recommendation of the Board.

8.3.5 Patrons: It shall be open to the Board to appoint Patrons to the Company on such terms as it may determine.

8.3.6 Other Categories of Membership: Other categories of membership may be defined in the Membership Bye-law.

8.4 Membership Bye-laws

The Company may adopt such Membership Bye-laws as it may deem to be necessary and expedient for the purposes of

(i) prescribing other categories of membership and the voting rights of such other categories of members;

(ii) prescribing conditions of membership, together with the admission and classification of all or any of the classes of membership; and

(iii) the membership fees payable

Notwithstanding Article 13.2 which generally authorises the Board to adopt Bye-laws, Membership Bye-laws shall only be adopted by a General Meeting of the Company, or by the Board with the prior approval of a General Meeting of the Company.

8.5 Admission or Affiliation to the Company

Any individual or family, desirous of joining the Company will be required to submit such information as may from time to time be required by the Board and will be required to deliver that together with such supporting documentation as may be required by the Board along with the appropriate annual membership fees. The Board shall consider the application and may at

their discretion hear verbal submissions from any applicant. The admission or affiliation of individuals and families shall be determined promptly by the Board who have the power to grant or refuse admission to membership on such terms as the Board may from time to time determine. For the avoidance of doubt, admission will not be granted until after receipt by the Company of the appropriate annual membership fees. Membership is open to all and no applications will be refused on other than reasonable grounds. There will be no discrimination either in membership or in the provision of facilities or services on grounds of race, occupation, sex (save in the organisation of classes for competition) or religious, political or other opinion.

- 8.6 Unless with the prior written approval of the Board, it shall be a precondition of membership that each member shall observe the Company's child protection policies and procedures.
- 8.7 Each member shall be bound by and shall abide by these Articles, and any Rules, Bye-laws or policies made under the powers given in the Articles as well as any codes of conduct, disciplinary procedures and rules and anti-doping programmes which may be adopted from time to time by the Board. Any failure by any such member so to act will render such person liable to be treated as having been guilty of misconduct in terms of Article 19 and they may therefore be subject to discipline in terms of Article 20.
- 8.8 **Voting Rights**
For the avoidance of doubt Honorary members and Youth members shall have no voting rights. Individual members shall each have one vote. Families shall have one vote for each member of the family over the age of sixteen and present at any Meeting. Voting rights for other categories of members shall be as determined by the Membership Bye-laws. No member shall vote at any General Meeting in the Company unless all monies payable by the member have been settled. No proxy vote shall be allowed.
- 8.9 **Termination of Membership**
A member shall cease to be a member of the Company if their resignation from the Company is intimated in writing or there is a failure to pay the subscription and fees by the due date. The rights and privileges of membership are not transferable and shall cease on any member ceasing to be a member for whatever reason.
The Board may by a resolution passed by a two thirds majority present and voting at a Board meeting terminate the membership of the Company of any individual or family member with effect from the date determined in such resolution after observing the rules of natural justice and in accordance with Articles 19 and 20 herein. After termination of membership, however caused, the rights of such a member shall cease but without prejudice to any outstanding claims by the Company against such a member or by such a member against the Company.

SOA Articles: Other amendments proposed

Article 11.5. Amended from "Twenty Individual or Family Members shall be a quorum for a General Meeting" to "Twenty Individual Members shall be a quorum for a General Meeting".

SOA Bye Laws: Article 8.4 states:

"Membership Bye-laws shall only be adopted by a General Meeting of the Company, or by the Board with the prior approval of a General Meeting of the Company."

SOA Bye-laws: Section 8 Proposed

8. Membership, Subscriptions and Voting Rights

Membership shall be open to individuals, clubs or groups actively interested in promoting and developing orienteering as a sport subject to the conditions in the Memorandum and Articles and this Bye-Law.

General Conditions

Members shall:

- comply with the Memorandum and Articles, the Bye-Laws, the Rules and policies of the Scottish Orienteering Association (SOA), and
- shall pay the annual membership fee prescribed by the (SOA)

Categories of Membership

The categories of membership are

(i) as defined in the Memorandum and Articles

- Individual Senior Members,
- Individual Junior Members
- Honorary Members,
- Patrons and

(ii) as specified by this Bye-Law

- Groups, and
- Clubs

Specific Conditions

Individual Senior Membership is available to persons who are aged 21 or older on 31 December of the membership year, are a member of a Club affiliated to the SOA, and are a member of the British Orienteering Federation

Individual Junior Membership is available to persons who are aged 20 or younger on 31 December of the membership year, are a member of a Club affiliated to the SOA, and are a member of the British Orienteering Federation

Honorary Membership may be accorded to persons who have given outstanding achievement in the Sport as shall have Honorary Membership conferred on them by a General Meeting of the SOA on the recommendation of the Board

Patrons: It shall be up to the Board to appoint Patrons to the SOA on such terms as it may determine

Group membership: Group membership is available to young people under 21 years of age who are at school or university or belong to a youth group.

Clubs who have applied to be affiliated to the SOA, and have been recognized as so affiliated by the Board

Honorary Presidents and Vice Presidents

An Honorary President and Vice-presidents of the Association may be elected at the Annual General Meeting from among the Individual and Family Members. For the avoidance of doubt,

- such Honorary Presidents and Vice-presidents do not form a new category of members
- such Honorary Presidents and Vice-presidents do not have any role in governing the SOA by virtue of their office.

Subscriptions

Subscriptions are due on a calendar year basis.

The subscriptions to be paid shall be agreed at each AGM for the following calendar year (though may be modified by a subsequent General Meeting) and shall be published in the Statement of Charges.

Individual Members are classified as either Seniors or Juniors for the payment of subscriptions.

Notwithstanding any decision on subscriptions at the AGM or a subsequent General Meeting, the Board is authorised to offer discounts to classes of members on a non-discriminatory basis to encourage new membership including any discounts given to those joining part way through a calendar year.

Voting

The voting rights are

- (i) as defined in the Memorandum and Articles
 - Individual Senior Members shall each have one vote,
 - Individual Junior Members 16 years of age or older shall each have one vote,
 - Honorary members shall have no voting rights, and
- (ii) as specified in this Bye-law
 - Groups shall have no voting rights and,
 - Clubs shall have no voting rights.

SOA Bye-laws: Section 8 Existing

8. Membership, Subscriptions and Voting Rights

Membership shall be open to individuals, families, groups or clubs actively interested in promoting and developing orienteering as a sport subject to the conditions in the Memorandum and Articles and this Bye-Law.

General Conditions

Members shall:

- comply with the Memorandum and Articles, the Bye-Laws, the Rules and policies of the Scottish Orienteering Association (SOA), and
- shall pay the annual membership fee prescribed by the (SOA)

Categories of Membership

The categories of membership are

- (i) as defined in the Memorandum and Articles
 - Individual Members,
 - Youth Members
 - Family Members,
 - Honorary Members,
 - Patrons and
- (ii) as specified by this Bye-Law
 - Groups, and
 - Clubs

Specific Conditions

Individual Membership is available to persons who have attained their sixteenth birthday, are a member of a Club affiliated to the SOA, and are a member of the British Orienteering Federation

Youth Membership is available to persons under the age of sixteen, are a member of a Club affiliated to the SOA, and are a member of the British Orienteering Federation

Family Membership is available to members of a family all residing at the same address, and comprising up to two adults living together with any children up to the age of 25 for whom either of the first two adults are parents or guardians, who are a member of a Club affiliated to the SOA, and are a member of the British Orienteering Federation

Honorary Membership may be accorded to persons who have given outstanding achievement in the Sport as shall have Honorary Membership conferred on them by a General Meeting of the SOA on the recommendation of the Board

Patrons: It shall be up to the Board to appoint Patrons to the SOA on such terms as it may determine

Group membership: Group membership is available to young people under 21 years of age who are at school or university or belong to a youth group.

Clubs who have applied to be affiliated to the SOA, and have been recognized as so affiliated by the Board

Honorary Presidents and Vice Presidents

An Honorary President and Vice-presidents of the Association may be elected at the Annual General Meeting from among the Individual and Family Members. For the avoidance of doubt,

- such Honorary Presidents and Vice-presidents do not form a new category of members
- such Honorary Presidents and Vice presidents do not have any role in governing the SOA by virtue of their office.

Subscriptions

Subscriptions are due on a calendar year basis.

The subscriptions to be paid shall be agreed at each AGM for the following calendar year (though may be modified by a subsequent General Meeting) and shall be published in the Statement of Charges.

Individual Members and Youth Members are classified as either Seniors or Juniors for the payment of subscriptions.

Juniors for the purpose of membership subscription (as defined in bye-law 6), or bona-fide students in a full time course of further education are classified as Juniors for the payment of subscriptions. Other persons are classified as Seniors.

Notwithstanding any decision on subscriptions at the AGM or a subsequent General Meeting, the Board is authorised to offer discounts to classes of members on a non-discriminatory basis to encourage new membership including any discounts given to those joining part way through a calendar year.

Voting

The voting rights are

- (i) as defined in the Memorandum and Articles
- Individual Members shall each have one vote,
- Youth members shall have no voting rights,
- Families shall have one vote for each member of the family over the age of sixteen and present at any Meeting,
- Honorary members shall have no voting rights, and

(ii) as specified in this Bye-law

- Groups are allowed up to two votes per member of the group present at any Meeting who are over the age of sixteen years, and
- Club shall have no voting rights.

No proxy votes are allowed.