



2017 EXTRAORDINARY GENERAL MEETING BOOKLET

The Extraordinary General Meeting of the Scottish Orienteering Association will be held at 7 pm on Saturday 23rd September 2017 in the Library Room at Lagganlia Outdoor Centre, Aviemore.

EGM AGENDA

1. Apologies for absence
 - a. President's Report - Roger Scrutton
2. Proposals
3. Proxy Voting Form

Appendix 1: Articles of Association - changes

Appendix 2: Bye-Laws - changes

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National Orienteering Centre
Glenmore Lodge
Aviemore
PH22 1QZ

1. Apologies for Absence

Jane Scott (sportscotland), Hilary Quick

2. President's Report

Welcome and brief update on SOA business

3. Proposals

In summary, we are proposing three areas of change.

The principal changes are to comply with a number of governance developments in recent years, especially around company Board structure and operations. This, in turn, has cascaded down from concerns in sport in general, and other areas, of illegal practices, transparency over decision-making and so on. The appointment of an Independent Director and Chair of the Board, for example, are a response to this.

A second area concerned is about the relationship of the SOA to British Orienteering, especially with regard to the way the membership process operates. Changes to the Articles in the area of membership are mainly to clarify the relationship of our members to British Orienteering.

Thirdly, we are taking this opportunity to propose an update to our Objects (= Charitable Purposes, Articles Section 4), because they still relate to the days before we became a Charity and are no longer acceptable to the Charity Regulator.

Please see Appendix 1 & 2 for details on the proposed changes.

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 Annual General Meeting of the Company to be held on 21st May 2016 at 6 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
1	That the changes within the Articles of Association are accepted		
2	That the changes within the Bye-Laws 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 1QZ) 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.

Voting eligibility as given in the BYE-LAWS OF SCOTTISH ORIENTEERING ASSOCIATION available on the SOA website and modified to bring them in line with the Companies Act 2006

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.

List of directors and volunteers as at time of publication; up to date information is available on the SOA website.

Job title	Postholder
Board	
President	Roger Scrutton
Secretary	Pauline McAdam
Company Secretary	Stefanie Lauer
Finance Director	David Henderson
Marketing Director	Ross McLennan
Partnership Director	Claire Macpherson
Performance Director	Marsela McLeod
Development Director	Anne Hickling
Operations Director	Roos Eisma
Independent Director	Pamela Carvell
Strategy Director	Richard Oxlade
Sportscotland Liaison	Jane Scott
Professional Staff	
Chief Operating Officer	Stefanie Lauer
Events Manager	Colin Matheson
Education Officer	Hilary Quick
Administrative Assistant	Sarah Hobbs
Regional Development Officer	Rona Lindsay
Regional Development Officer	Johannes Petersen
Project Manager (LEADER)	Sarah Dunn
Club Development Officer FVO	Chris Smithard
Co-ordinators	
Coaching Co-ordinator	Lynne Walker
Competitions Co-ordinator	Vacant
Urban League Coordinator	Andy Paterson
Electronic systems Co-ordinator	Robin Strain
Fixtures Secretary	Paul Caban
Newsletter Editor	Sheila Reynolds
Officials(Controller of Controllers)	Rob Hickling
SOL points Co-ordinator	Trevor Hoey
Sports Science Co-ordinator	Vacant
ScotJos Squad Manager	Elizabeth Furness
SEDS Squad Manager	Murray Strain
Veteran Squad Manager	Janice Nisbet
Trophies Co-ordinator	Sally Lindsay
Webmaster	Paul Frost / Olly Bowman