

2025 Extraordinary General Meeting Booklet

An Extraordinary General Meeting of Scottish Orienteering will be held online on 9th June 2025 at 7pm. The zoom link for the meeting is [2025 SOA EGM zoom link](#)

EGM AGENDA

1. Welcome
2. Apologies for absence
3. Proposals

Appendix 1

A Proxy Voting Form can be found on page 6&7 of this AGM booklet. All members wishing to vote by proxy are requested to use the Proxy Voting form and ensure it is completed and returned to SOA Registered address (National Orienteering Centre, Glenmore Lodge, Aviemore. PH22 1QZ) no later than 48 hours before the time of the meeting. Electronic Proxy voting forms [are available here](#) and must be completed by 8th June 2025. All members should be aware that post to Glenmore Lodge can take up to a day longer to arrive, so please allow for extra posting time to ensure your vote is received within the timeframe noted above and is counted. [Link to Electronic Proxy Form](#)

Appendix 1

Proposal 1 : Appoint Johnston Smillie Ltd as auditors for the year ended 31 December 2024.

As noted at the last AGM, the accounts of SOA require an audit due to the impact of the World Orienteering Championships 2024.

Proposal 2: Amend Article 11.1 to provide the AGM should be held before 30th September in each year.

This change means that an AGM would be held within 9 months of the year end rather than the current 6 months and allows additional time to allow an audit of the accounts.

Proposal 3: Make minor updates to the Articles 11.6 to 16 as shown highlighted in proposed Articles issued with this EGM Booklet relating to the ability of the Board to appoint a Chief Executive Officer.

These changes are required as the previous changes were found to not be fully effective. The effect of the revisions will mean that the Board have the option to appoint a Chief Executive Officer, who may or may not be a member of the Board, and the elected role of President is optional.

Scottish Orienteering Proxy Voting Form

I (print name and address)

being a member of the Scottish Orienteering Association ("SOA"), and eligible to vote, hereby appoint the Chair of the Meeting or (print name and address of proxy in the box below - if blank or invalid, the Chair will be appointed)

as my Proxy to attend, speak and vote for me and on my behalf at the Annual General Meeting of the Company to be held on 9th June 2025 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 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 member will be assumed to be abstaining on that resolution.

The Proxy is to vote in respect of the resolutions as follows

No		FOR	AGAINST
1	Proposal to appoint Johnston Smillie Ltd as auditors for the year ended 31 December 2024(ref Appendix 1)		
2	Proposal to amend Article 11.1 to provide the AGM should be held before 30th September in each year (ref Appendix 2)		
3	Proposal to make minor updates to the Articles 11.6 to 16 as shown highlighted in proposed Articles issued with EGM Booklet relating to the ability of the Board to appoint a Chief Executive Officer. (ref Appendix 3)		

Member signature.....

Member Name (Capital letters)

Scottish Orienteering Association, www.scottish-orienteering.org. Registered in Scotland, No. SC334748.

The Scottish Orienteering Association is a charitable body Registered in Scotland, No. SC043563.

Supported by the National Lottery through **sportscotland**.

Date on which Proxy Voting Form Signed:

NOTES

- 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). Online proxy voting forms [are available here](#) and will be accepted until 8th June 2025.
- 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.
- This form may be photocopied if further copies are required. Only one person may vote on each proxy voting form.

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 Young Adult 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.

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