

**MINUTES OF THE 36TH BRITISH CANOEING
ANNUAL GENERAL MEETING,
ON SATURDAY 2ND APRIL 2016 AT 2PM
AT THE BRITISH OLYMPIC ASSOCIATION,
60 CHARLOTTE STREET, LONDON, W1T 2NU**

In attendance

Voting Members; Roland Lawler, Alan Laws , Teresa Gregory, George Wynne, Cathy Wynne, Paul Carroll, Ollie Harding, Peter Moule, Mo Moule, Alan Baker, Andy Maxted, Steve Linksted, Brian Chapman, Stephen Craig, Albert Woods, David Belbin, Greg Smale, Roger Fox, David Belbin.

Others in attendance; Albert Woods OBE (President), Denise Barrett-Baxendale MBE (Vice Chair), David Joy (CEO).

Apologies

Apologies were received from Mohamed Elsarky (Chair, British Canoeing) and Duncan Winning (British Canoeing Vice President).

1. WELCOME BY MR ALBERT WOODS OBE, PRESIDENT, BRITISH CANOEING

Albert Woods OBE, welcomed everyone to the 36th Annual General Meeting and introduced those on the top table to the meeting; David Joy (CEO), Denise Barrett-Baxendale MBE (Vice Chair), and David Belbin (Board member and Chair of the Finance Committee).

Number of votes were then confirmed as:

- **36** proxy votes (**27** proxy votes with the Chair, and **9** proxy votes held with others in the room)
- **3** invalid proxy votes had been received
- **18** other votes in the room

It was noted that the ordinary motions of the AGM will require 28 votes to be approved.

The special resolutions of the AGM will require 41 votes to be approved.

2. TO APPOINT TELLERS FOR THE MEETING

Steve Linksted (Scottish Canoe Association, BC Board member) and Stephen Craig (Canoe Association of Northern Ireland, BC Board member) were appointed as Tellers.

4. TO ADOPT THE MINUTES OF THE 35TH ANNUAL GENERAL MEETING

The Minutes of the 35th AGM were approved. Proposed by Stephen Craig and seconded by Andy Maxted.

5. MATTERS ARISING FROM THE MINUTES OF THE 35TH ANNUAL GENERAL MEETING

It was noted that member attendance and voting numbers were not recorded in the Minutes and agreed that they would be in the future.

6. TO ADOPT THE 36TH ANNUAL REPORT OF BRITISH CANOEING FOR THE YEAR 1 NOVEMBER 2014 TO 31 OCTOBER 2015

David Joy, CEO, presented the Annual Report and highlighted some of the key areas within it:

- Membership numbers fell slightly during the year
- The demand for canoeing is encouraging, with work being undertaken to convert more people who paddle into members
- Over 3000 coaches took qualifications during the year
- Circa 1100 disabled young people were actively engaged in clubs during the year
- There were 11 Capital Grants made to clubs during the year
- Internationally, it was a very successful year. GB paddlers won 32 gold, 34 silver and 42 Bronze medals in World and European Championships during the year. There were 9 World Champions from British Canoeing crowned during 2014/2015
- 2015 was a challenging year financially
- Volunteer effort work and commitment within the committees at club, regional and national level was again outstanding
- The former CEO had left the organisation during the year

The Annual Report was approved. Proposed by Andy Maxted and seconded by Roger Fox. 12 votes in favour, 0 against, 6 abstentions.

7. TO ADOPT THE ACCOUNTS FOR THE FINANCIAL YEAR 1 NOVEMBER 2014 TO 31 OCTOBER 2015

David Belbin, Board member, presented the Finance Report. He reported that it had been a challenging year financially with some significant one-off costs, increasing core costs and stable income. He reported that the strong reserves position had allowed for these additional costs to be covered without major strain, but that the operating costs needed to be balanced by income in future years.

During the year, British Canoeing staged perhaps its biggest ever international event, the International Canoe Federation Canoe Slalom World Championships. This event had a large budget, but with support from UK Sport and other key partners, the event ran to budget.

He reported the one off costs of £140,000 that were associated with the departure of the CEO and recruitment costs for the incoming CEO.

He confirmed the budget for 2015/16 was planned to be a break even budget. There would need to be a real focus on boosting membership income and commercial income.

The accounts were approved. Proposed by Alan Baker and seconded by Peter Moule. 14 votes in favour, 0 against and 4 abstentions

8. TO APPOINT 'HAYSMACINTYRE' AS THE AUDITORS FOR THE FINANCIAL YEAR 1.11.15. TO 31.10.16. AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

It was proposed that 'Haysmacintyre' be appointed auditors for the financial year 1 November 2015 to 31 October 2016, and that British Canoeing Directors may fix their remuneration.

*This was approved. Proposed by David Belbin and seconded by Alan Laws.
14 votes in favour, 0 against and 4 abstentions*

9. SPECIAL BUSINESS – TO CONSIDER AND APPROVE THE RESOLUTIONS AND CHANGES TO THE ARTICLES AS PRESENTED WITHIN APPENDICES 4 & 7

Each of the resolutions were voted upon individually.

9.1 It was proposed that the name of the company be changed to British Canoeing.

This was approved. 16 votes in favour, 0 against and 2 abstentions

9.2 It is further proposed that the articles of association of the company be amended as follows:

That all references throughout the articles of association to “The Union” be replaced with: “The Company”

That all references throughout the articles of association to the “BCU” be replaced with: “British Canoeing”

This was approved. 16 votes in favour, 0 against and 2 abstentions

9.3 That the definition of “Directors” contained within article 1.2 be altered by inserting the following text: “and Independent Directors” after “the Company”

This was approved. 17 votes in favour, 0 against and 1 abstentions

9.4 That the definition of “Independent Directors” contained within article 1.2 be altered by inserting the following text: “appointed by the Board,” after “the Company”:

There was discussion around this proposal as concerns were raised about the lack of clarity and transparency in the appointment of Directors. It was noted by the Members that the recruitment of Independent Directors had been through open recruitment and skills based; this would continue in the future. It was also noted that the Board would manage the recruitment, but the AGM would in future confirm the appointment of all Directors.

The Board agreed to develop Standing Orders by the AGM in 2017, which provides more details around the open recruitment process for Independent Directors and

which uses appropriate terminology for each stage of the nomination/selection and appointments process.

This was approved. 16 votes in favour, 0 against and 2 abstentions

- 9.5 The article 16(a) be altered by deleting the text “Article 90” and replacing it with: “Article 92”**

This was approved. 16 votes in favour, 0 against and 2 abstentions

- 9.6 That article 16 be altered by inserting a new article 16(c) which shall read and the existing articles shall be renumbered accordingly: “to approve those members of the board appointed during the year”**

The Board agreed to develop Standing Orders by the AGM in 2017, which provides more details and which uses appropriate terminology for each stage of the nomination/selection and appointments process for Directors.

This was approved. 18 votes in favour, 0 against and 0 abstentions

- 9.7 That Article 43 be altered by deleting the text “the Memorandum of Association of the Union or” at line 5.**

This was approved. 18 votes in favour, 0 against and 0 abstentions

- 9.8 The article 46 be altered by deleting the number “10” in line 2 and replacing it with: “12”**

This was approved. 16 votes in favour, 0 against and 2 abstentions

- 9.9 That article 48(a) be altered by:**

a. deleting the text in the parentheses “being representatives of the home nation and English Division” and replacing it with the phrase: “being nominees of the National Councils”

This was approved. 16 votes in favour, 0 against and 2 abstentions

b. deleting the text “Canoe England division” and replacing it with: “English Council”

This was approved. 16 votes in favour, 0 against and 2 abstentions

- 9.10 That article 48(b) be altered by deleting the current text and replacing it with: “5 Independent Directors who shall be appointed by the Board; and”**

The Board agreed to develop Standing Orders by the AGM in 2017, which provides more details and which uses appropriate terminology for each stage of the nomination/selection and appointments process for Directors.

This was approved. 16 votes in favour, 0 against and 2 abstentions

9.11 That article 48 be altered by deleting the text “/ Home Nation” at lines 2 and 6 and deleting the text “appointment or” at line 4.

There was discussion around this proposal as concerns were raised about the right of the Board to reject a Director nominated or elected by the English Council or the Boards of the governing bodies in Scotland, Wales and Northern Ireland. It was noted that it was not intended for the Board to have a power of veto and that this needed to be recoded in these minutes and clarified in a further review of the Articles or within Standing Orders to be developed by 2017.

The Board agreed to develop the Articles or Standing Orders by the AGM in 2017 to unambiguously reflect this.

This was approved. 17 votes in favour, 0 against and 1 abstentions

9.12 That a new article 49 be inserted and shall read as follows:

“Subject to Article 52 a Director so appointed shall serve for an initial four year term. 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. This Article shall not apply to the Chief Executive of the Company (from time to time) whose term of office shall run concurrently with his term as Chief Executive of the Company. Having regard to the constitution of the Board at the date of the adoption of these Articles (the Adoption Date) the Board shall nominate those Directors whose first term of office shall be deemed to have commenced in April 2012, 2013, 2014, 2015 and will accordingly, be eligible to serve a second four year term upon re-appointment. Directors appointed following the Adoption date will each serve a 4 year appointment from the date of the annual general meeting prior to their actual appointment and be eligible to reappointment subject to serving for a maximum of 8 years.”

There was discussion around this proposal around the rotation and terms of current Directors. It was agreed that once the Board had revisited the cycle of each Board Member, this information would be made public on the website.

This was approved. 18 votes in favour, 0 against and 0 abstentions

9.13 That a new article 50 be inserted and shall read as follows:

“The Board shall appoint from their number a Chairman to serve for an initial term, (subject to Articles 49 and 52) up to the annual general meeting in the calendar year that follows the Summer Olympic Games following his appointment. Upon expiry of this term the Chairman will, subject to Articles 49 and 52, be eligible for re appointment for one further term to the annual general meeting that first occurs following the next Summer Olympic Games. For the avoidance of doubt, the position of the Chairman shall be vacated upon any holder of that office ceasing to be a Director of the Company.”

This was approved. 18 votes in favour, 0 against and 0 abstentions

- 9.14 That article 56(a) be altered by inserting the following text after “re-election”: “for a further term of 2 years”**

This was approved. 17 votes in favour, 0 against and 1 abstention.

- 9.15 That article 56(b) be deleted and replaced with the following text:**

“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 18. 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.”

This was approved. 17 votes in favour, 0 against and 1 abstention.

- 9.16 That article 56(c) be deleted and that the subsequent articles shall be renumbered accordingly.**

This was approved. 17 votes in favour, 0 against and 1 abstentions

- 9.17 That article 57 be altered by deleting the text “National Association (or the English Council) of the Company” and replacing it with: “National Council”**

This was approved. 17 votes in favour, 0 against and 1 abstentions

- 9.18 That article 63 be deleted and replaced with the following text: “The quorum at board meetings shall be a majority of the number of Directors who are appointed to the Board.”**

This was approved. 16 votes in favour, 0 against and 2 abstentions

- 9.19 That articles 79(b) and 79(c) be renumbered 80 and 81 respectively and that the subsequent articles shall be renumbered accordingly.**

This was approved. 16 votes in favour, 0 against and 2 abstentions

Other Matters

It was noted that the statutory requirements had been fulfilled, but it was requested that Members should have more time to consider such proposals in the future

It was noted that there had been a problem with the distribution of the AGM notice within Focus to some members, but that this had not invalidated proceedings in any way. Members were assured that this would not re occur.

The President confirmed that the draft minutes will be available on the website, together with an amended copy of the revised Articles, following the next Board meeting to be held on 04 June 2016.

The President thanked everyone for attending and for their continued interest in the Company.