

SCOTTISH RUGBY UNION
ANNUAL GENERAL MEETING 2013
MOTIONS

1. Commencement of service as a Director

Proposed by Sir Moir Lockhead, Chairman, on behalf of the Scottish Rugby Board and Alan Lawson, President, on behalf of the Scottish Rugby Council.

Motion

THAT Byelaw 11.5 be amended by inserting the following after the word “directors” where it appears in the second sentence:

“, such service to commence upon election or such other time as may have been determined at the time of election”

Rationale

The Byelaws (Byelaw 11.4) currently provide for the Chairman and Vice Chairman of the Council to be elected immediately following the AGM but they are silent in relation to when the election of other members of the Council to the Board should take place and in consequence, when the appointment as a director should take effect. It is important, due to the legal responsibilities falling upon directors of a company that the commencement of their service in that capacity is clear.

2. Annual General Meeting

Proposed by Sir Moir Lockhead, Chairman, on behalf of the Scottish Rugby Board and Alan Lawson, President, on behalf of the Scottish Rugby Council.

Motion

THAT the existing Bye Law 16 be deleted in its entirety and the following substituted:

“Annual General Meeting

16.1 The Union shall hold a general meeting in every calendar year as its Annual General Meeting at which its Financial Statements shall be laid before the meeting. The meeting shall be held at such location within Scotland and on such date occurring within 4 calendar months after the Scottish Rugby Union plc’s financial year end but in any event by no later than 31 August in the calendar year, as the Scottish Rugby Board may determine.

16.2 A copy of the notice calling the Annual General Meeting shall be sent to the Secretary of each Full Member Club and Associate Club and to each member of the Scottish Rugby Council and Scottish Rugby Board.”

Rationale

The current Byelaws require that the AGM be held by 30 June each year. This imposes a very short window in which the meeting can be held, while still adhering to the deadlines for member requisitions and the preparation and circulation of the annual accounts. The time pressure associated with the accounts has also lead to the introduction in the Byelaws of references to Financial General Meetings. Should a meeting not be quorate or require to be adjourned the ability to accommodate a new or reconvened meeting within the available timescale provided in the Byelaws is severely restricted.

This year it has also created conflicts with the international tournament commitments of the Union and its officers; several major tournaments all take place on the available weekends in June.

It is therefore proposed that Byelaw 16.1 be amended to provide for a 4 month period, calculated by reference to the accounting reference date (which is the approach used for limited companies) and is currently 30 April but with a new deadline of 31 August. This provides the following potential benefits:

- Wider range of dates, particularly weekends, within a defined period on which the meeting can be held
- Greater potential availability of Murrayfield as the meeting venue
- More time available to members to consider the annual report and accounts prior to the meeting at which they are to be discussed
- Additional time for the submission of members' motions (see Motion 4 below also)
- More flexibility in holding reconvened meetings, should that be required
- Removes the need to have references to Financial General Meetings.

3. Management of General Meetings

Proposed by Sir Moir Lockhead, Chairman, on behalf of the Scottish Rugby Board and Alan Lawson, President, on behalf of the Scottish Rugby Council.

Motion

THAT the existing Bye Law 17 be deleted in its entirety and the following substituted:

“Attendance, Voting Powers and Quorum at General Meetings

17.1 In addition to the members of the Scottish Rugby Council, each Full Member Club and each Associated Body shall be entitled to send two members to any General Meeting of the Union, each of whom shall have one vote. The Associate Clubs in each Area shall be entitled in like manner to send two representatives for the Area, each of whom shall have one vote.

17.2 Meetings of the Associated Clubs in an Area to elect and instruct two representatives to attend General Meetings of the Union and vote as so instructed by a majority of those present and voting shall be called by the Secretary. No proxies shall be allowed and no representatives may represent more than one Associate Club. Each Associate Club in an Area shall be entitled to send two representatives who must be members of such Associate Club. Each representative shall be entitled to one vote. One third of the total number of representatives eligible to vote in the Area shall form a quorum. It shall be open to the Associated Clubs in an Area to elect and instruct by postal voting rather than by a Meeting provided one half of the eligible clubs within the relevant constituency so agree. In the event that a Meeting is called and is not quorate the business will be conducted by postal vote.

17.3 At all General Meetings of the Union the President of the Union, whom failing the Vice-President of the Union, shall take the chair. In the case of an equality of votes at a General Meeting, the Chairman shall have a casting as well as a deliberative vote. A third of the total members or representatives eligible to attend and vote shall form a quorum for any General, Election, Scottish Rugby Council or Scottish Rugby Board Meeting. No proxies shall be allowed at any Annual General, Special General, Election, Scottish Rugby Council or Scottish Rugby Board Meeting; and no person shall represent more than one Full Member Club, Associate Clubs in an Area or Associated Body, nor shall have more than one vote.

17.4 All Past Presidents shall be entitled to attend all General Meetings, but they shall not be entitled to vote.

17.5 If, within half an hour of the time at which a General Meeting was due to start, the members or representatives attending the General Meeting do not constitute a quorum, or if during the General Meeting a quorum ceases to be present, the Chairman of the meeting must adjourn the meeting.

17.6 The Chairman of a General Meeting may adjourn a General Meeting at which a quorum is present if

- 17.6.1 *a simple majority of the members present and entitled to vote at the meeting consents to an adjournment; or*
- 17.6.2 *it appears to the Chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting, or to ensure that the business of the meeting is conducted in an orderly manner.*
- 17.7 *The Chairman of a General Meeting must adjourn the meeting if directed to do so by a simple majority of the members present and entitled to vote at the meeting.*
- 17.8 *When adjourning a General Meeting the Chairman of the meeting must*
- 17.8.1 *either specify the time and place to which it is to be adjourned or state that it is to continue at a time and place to be determined by the Scottish Rugby Board; and*
- 17.8.2 *have regard to any directions as to the time and place of any adjournment which have been given by the meeting.*
- 17.9 *If the continuation of an adjourned General Meeting is to take place more than 14 days after the meeting was adjourned, the Secretary shall give at least 7 days' clear notice of the continued meeting to the same persons to whom notice of a General Meeting is required to be given and containing the same information which such notice is required to contain.*
- 17.10 *No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place."*

Rationale

Amendments are proposed to Byelaw 17 for the purpose of providing for the more effective management of general meetings, and dealing with the issue of non-quorate meetings and adjournments, on which the Bye Laws are currently silent.

4. Date for submitting Motions and Amendments

Proposed by Sir Moir Lockhead, Chairman, on behalf of the Scottish Rugby Board and Alan Lawson, President, on behalf of the Scottish Rugby Council.

Motion

THAT, subject to the passing of Motion 2 above, in Bye Law 18

- (i) *the date "30 April " where it appears in the first sentence be deleted and replaced with " 31 May"; and*
- (ii) *the date 14 May" where it appears in the second sentence be deleted and replaced with 14 June; and*
- (iii) *the date "28 May" where it appears in the second sentence be deleted replaced with "28 June"*

Rationale

This Motion is conditional on the passing of Motion 2 and, if passed, would extend each of the periods currently applying for the submission of members' Motions and Amendments to them, by one month in each case. This provides additional time for members, at the end of the season, to submit Motions for the AGM.

5. League Structure 1

Proposed by Haddington RFC and Seconded by Selkirk RFC

Motions

5(A) To change the format of Championship Leagues A and B from its present pyramid structure to a linear structure named National 2 and National 3 as from season 2014/15 with the present National League being renamed National 1.

With appropriate amendments to be made to the National Competition Rules and associated regulations."

And:-

5(B) In consequence of the league reconstruction proposals set out in Motion 5(A) above, the following amendment and transitional arrangements in respect of the Bye-Laws shall be made:

With effect from the 2014 AGM Bye-Law 11.1.1 shall be deleted and replaced as follows:-

11.1.1 four persons, one of whom is elected by those clubs at the time of election in the Premier Division and one of whom is elected to represent each National Division by those clubs at the time of election in each of the National Divisions.

Note: The following transitional arrangements will take place at the end of season 2013/14

1. The clubs finishing top of each of the present Championship Leagues will be promoted to National 1
2. The two clubs finishing bottom of the present National League will be relegated to National 2
3. The clubs finishing in positions 2 – 5 of each of the present Championship leagues + the 2 clubs relegated from the present National League will form National 2 in season 2014/15.
4. The three clubs finishing top of each of the Caledonia, East and West regional leagues will be promoted to National 3.
5. The two clubs finishing bottom each of the present Championship Leagues will be relegated to the appropriate Regional League. The two clubs in position 9 of each of the Championship Leagues will have a play off to determine the third club to be relegated to the appropriate Regional League.

At the end of season 2014/15 and thereafter the top club in each of National 1, 2 and 3 will be promoted to the next higher league and the bottom clubs in National 1 and 2 will be relegated to the next lower league. The second highest placed clubs in National 1, 2 and 3 will play off against the second bottom placed club in the league above to determine the second relegation/promotion position. The bottom 3 clubs of National 3 will be relegated and the winners of the three Regional Leagues will be promoted.

Rationale

The National and Championship Clubs (30 in total) are seen as many as the engine room of Scottish Rugby. They are generally self sufficient, relying on their youth systems to produce players, as they are not in a financial position to import players from abroad or offer financial inducements to other Scottish players to play for them.

It is vital for the future of Scottish Rugby that these Clubs play in a strong competitive National environment thus maximising their resources and facilities. It is well documented the number of players that have been provided from these Clubs to the Edinburgh and Glasgow professional sides and also the Academies. Future Professional and International players must be allowed to compete in a league structure that ensures that they are exposed to the highest level of competition across all regions of Scotland.

Players at this level express the desire to be allowed to compete against others from out with their region and by doing so can gauge their ability and level of performance. The CCF has no issues with increased travel (if

any) and have had discussions within their own Clubs to this effect.

These proposals would not affect the current 10 team structure of the Premier league and promotion/relegation between the Premier and National 1 would remain the status quo.

Having experienced the current pyramid system as the Championship this season, the nineteen Championship A and B clubs who have regularly attended the Forum Meetings (Hawick YM did not attend any meeting) are unanimous in their opinion that there is an urgent need to return to a linear league system for the following reasons:

1. The current A & B leagues are confusing to players, sponsors and spectators. The fact that A & B are two equal leagues is difficult to explain and they are leagues that are not based on merit.
2. The leagues are constructed on a geographical basis with the determining factor being the least amount of travel. This has meant that Dunfermline and Falkirk, both Caledonia Clubs, are playing in A which is West based.
3. The current system was put in place to reduce travelling and increase local derby games. This system creates anomalies each season. The pyramid system is based on mileage and post code thus league positions are not based on merit. This surely emphasises the need to return to linear.
4. The current postcode system means that all clubs in the Championship/Clubs relegated from National/Clubs promoted from Regional leagues do not know in which league they are participating the following season. This is unsatisfactory for players, members and sponsors.
5. There is no consistency from season to season.
6. The normal supporter, player or sponsor is not interested in the intricacies of the league system. They just want to be clear at the beginning of the season as to what their final league position at the end of the season means for their Club.
7. Competition between Clubs from different geographical areas stimulates players, members and sponsors. It enhances the standard of rugby and geographical rivalry adds a competitive edge.

6. League Structure 2

Proposed by Haddington RFC and Secoded by Selkirk RFC

Motions

6(A) " To return the National League and the two leagues presently called Championship A and Championship B to 12 team leagues as from season 2014/15

With appropriate amendments to be made to the National Competition Rules and associated regulations."

And:-

6(B) In consequence of the league reconstruction proposals set out in Motion 6(A) above, the following amendment and transitional arrangements in respect of the Bye-Laws shall be made:

With effect from the 2014 AGM Bye-Law 11.1.1 shall be deleted and replaced as follows:-

11.1.1 four persons, one of whom is elected by those clubs at the time of election in the Premier Division and one of whom is elected to represent each National Division by those clubs at the time of election in each of the National Divisions.

Note 1: If Motion 5 has been approved the following transitional arrangements will take place at the end of season 2013/14:

1. The clubs finishing top of each of the present Championship Leagues will be promoted to the National 1 League

2. There will be no relegation from the present National League.
3. The clubs finishing in positions 2 – 7 of each of the present Championship leagues will form the new National 2 league.
4. The clubs finishing first and second of each of the Caledonia, East and West regional leagues will be promoted to National 3.
5. The clubs finishing in positions 8 – 10 in each of the present Championship Leagues and the six clubs promoted from the regional leagues will form the new National 3 League.

At the end of season 2014/15 and thereafter the normal two up, two down will apply in the three National Leagues except:

- (a) the normal play off will occur between Premier and National 1 Leagues, and
- (b) the bottom of National 3 where 3 clubs will be relegated and the winners of the three Regional Leagues will be promoted.

Note 2: If Motion 5 has been declined the following transitional arrangements will take place at the end of season 2013/14

1. The clubs finishing top of each of the Championship Leagues will be promoted to the National League
2. There will be no relegation from the present National League.
3. There will be no relegation from the present Championship Leagues
4. The clubs finishing first and second of each of the Caledonia, East and West regional leagues will be promoted to the appropriate Championship League.

At the end of season 2014/15 and thereafter promotion and relegation would revert to the present system (2 relegations from National to Championship, winners of Championship promoted. Two bottom clubs plus the loser of a ninth position play off relegated to Regional Leagues and the winners of the Regional Leagues promoted.

Rationale

It is the desire of the Championship A and B clubs to return to 12 team leagues for current National and Championship leagues for the following reasons:

1. Clubs need home games to survive and the current 10 team league means that they are only 9 home games.
2. The experience of the Cup season when the regions introduced league cup systems has proven to be totally unsatisfactory. Whilst it has achieved more home games it has proved to be a turn off for all involved apart from the Border Clubs. There is a lack of interest from all concerned. The “magic” of the Cup has been lost. The focus of the Club player now is the league.
3. 12 team leagues would provide 11 home games.
4. 10 team leagues mean that there is a 40% churn every season.
5. 12 team leagues provide guaranteed competitive fixtures which are desired by players, members and sponsors.
6. 12 team leagues provides 2 promotion places in each league (4 from 24) which is an increase from 2 from 20 in the 10 team A and B leagues at present.
7. As at 23/02/2013, the number of league and cup games completed by some Clubs are as follows: West of Scotland – 22, GHA – 22, Murrayfield Wanderers – 22, Hillhead Jordanhill – 23, Hawick – 21, Stewarts Melville – 22. This is a testament to the efforts made by the National and Championship clubs to keep their pitches playable considering the challenges posed by the severe winter and also the investment made by these Clubs in their infrastructure.
8. A number of Clubs had no games between 23/02 and 30/03 in 2013. Some Clubs had their last home fixture before the end of February.
9. Consultation amongst the coaches, players and volunteers of the Championship Clubs has reached the conclusion that increasing to 12 team leagues will have a positive impact on the game in these leagues.