

SCOTTISH RUGBY UNION
(Registered Number SC748672)

Registered Office:

Murrayfield Stadium
Edinburgh
EH12 5PF

Edinburgh, 6 October 2023

NOTICE OF THE 2023 ANNUAL GENERAL MEETING OF THE SCOTTISH RUGBY UNION
(the “Union”)

NOTICE is hereby given that the 2023 Annual General Meeting of the Union will be held at Scottish Gas Murrayfield Stadium, Edinburgh, EH12 5PF and by online meeting platform, on **Saturday 18 November 2023** at **10.30 am** for the purposes of considering the matters set out on the attached Order of Business and if thought fit, passing the following Resolutions:

As Ordinary Resolutions:

1. **THAT** the Minutes of the Annual General Meeting of the former association, Scottish Rugby Union held on 13 August 2022 and 28 September 2022, be and are approved.
2. **THAT** the Minutes of the Special General Meeting of the former association, Scottish Rugby Union, held on 28 September 2022, be and are approved.
3. **THAT** the financial statements of the Union for the financial year ended 31 May 2023 be received.
4. **THAT**, pursuant to (i) the Motion (as amended) approved by the members of the former Scottish Rugby Union on 28 September 2022; and (ii) Article 24.2.5 of the Union’s Articles of Association, the appointment of Maxine Manditsch as a Custodian Director is hereby ratified.
5. **THAT**, pursuant to (i) the Motion (as amended) approved by the members of the former Scottish Rugby Union on 28 September 2022; and (ii) Article 24.2.5 of the Union’s Articles of Association, the appointment of Alison Milne MBE as a Custodian Director is hereby ratified.

As Special Resolutions:

6. **THAT** Article 31.1 of the Articles of Association of Scottish Rugby Union be amended by deleting the words and brackets:
“(being 31 May of each year)”

7. **THAT** Article 32.1.1 of the Articles of Association of Scottish Rugby Union be amended by inserting the following after the word “meeting” where it occurs in the second line

“, unless a shorter period is required by law”



.....
For and on behalf of the Union
Robert Howat
Company Secretary

1. A member who is entitled to attend and vote is entitled to appoint another person as their proxy to exercise all or any of the member’s rights to attend and vote at the Meeting.
2. A proxy need not be a member of the Union.
3. The right to attend and vote is determined by reference to the Union’s Register of Members. Changes to the Register of Members less than 72 hours before the scheduled commencement of the meeting, or adjourned meeting, will be disregarded in determining the rights of any person to attend and vote and the number of votes they may cast at the Meeting.
4. A sample form of proxy is attached. Please read the instructions for its use carefully.
5. Members attending the Meeting by electronic means may communicate during the meeting by using the electronic platform’s messaging service.

EXPLANATORY NOTES

Each of Resolutions 1 – 5 will be proposed as Ordinary Resolutions. To be passed, a simple majority of those present and entitled to vote, in person or by proxy, must vote in favour.

Resolutions 6 and 7 will be proposed as Special Resolutions. To be passed, 75% of those present and entitled to vote in person or by proxy must vote in favour.

Those attending online are treated as attending “in person”.

Further explanations are given below.

Resolutions 1 and 2 – Approval of Minutes

On 1 November 2022 the whole of the business, assets and affairs of the former unincorporated association, Scottish Rugby Union, transferred to the new company limited

by guarantee. The minutes of general meetings of the former association have historically been placed before the members at the next following general meeting for approval.

Resolutions 1 and 2 ask Members to approve the minutes of the final Annual General Meeting and Special General Meeting held by the former association. In future, minutes of the Union's general meetings will not be tabled for approval by the members but will be approved by the Chair of the Meeting, in accordance with usual corporate practice. Minutes will continue to be published.

Resolution 3 – Receipt of Financial Statements

The financial statements of the new entity, as the parent company within the new group of companies, have been circulated to the Union's members in advance of the Meeting. Resolution 3 seeks member's agreement to these being received.

Resolutions 4 and 5 - Ratification of Appointments of Custodian Directors

Under the Union's Articles of Association (Article 24.2.5), 2 of the Custodian Directors are to be elected by the Union's members. At the Special General Meeting of the former association held on 28 September 2022, a motion was passed enabling the appointments of first 2 holders of these posts to be made by the Custodian Directors, subject to ratification by the Members of the Union at the Union's 2023 Annual General Meeting.

Maxine Manditsch and Alison Milne MBE were each appointed as Custodian Directors with effect on 1 June 2023, following an extensive application and interview process conducted in the Spring of 2023.

Each is now presented to the members for ratification. Further information on each of these individuals is available by following the link below:

<https://scottishrugby.org/new-custodian-directors-join-the-sru-board/>

Resolutions 6 and 7 – Special Resolutions – Amendments to the Union's Articles of Association

Resolution 6

The Union's Articles of Association were adopted with effect on 1 November 2022, following the governance changes approved by the members of the former association on 28 September 2022.

Article 31.1 states, among other things:

“The Union must hold an Annual General Meeting each calendar year (whether in person, virtually, or as hybrid of both methods), within 6 months of the Union's year

end (being 31 May of each year) at which, and if applicable, those Members' representatives entitled to attend and vote shall:-"

The Union's current financial year end, and that of its main operating subsidiary Scottish Rugby Limited, is 31 May.

It has become increasingly clear that the current year end of 31 May is no longer optimal for the organization. Professional player contracts now run to 30 June, rather than 31 May. The domestic and professional season, including European fixtures, now routinely continues well into May each year. Importantly, the financial year ends of organizations which directly and indirectly provide large portions (up to 30%) of the Group's revenue – particularly 6 Nations, URC and EPCR - all run to 30 June.

The mismatch between year ends in connection with these revenue sources and a substantial part of the cost base in connection with the player wage bill, means that significant estimations and judgments require to be made in connection with financial statements each year. This also leads to additional workload for the organization's finance team and auditors.

Consequently, the Custodian Directors have considered whether a change to the Union's year end would be appropriate. They believe that a change to 30 June would benefit the organization and the members as a whole, lead to further improvements in the accuracy of the Group's financial reporting and reduce the extent of estimation required.

Under the Companies Act 2006 (s392) a company may give notice to the Registrar of Companies specifying a change in the company's financial reporting date.

However, the wording highlighted above from the Union's Articles of Association restricts the Custodian Directors from doing so on the Union's behalf, due to the date being stated in the Articles. Changing the date requires an amendment to the Articles.

Accordingly, Resolution [8] seeks member's approval for an amendment to the Articles to remove the words:

"(being 31 May of each year)"

Resolution 7

Article 32.1.1 provides for at least 42 days' advance notice of general meetings to be given to members. However, the Companies Act 2006 (s304) applies a shorter period for member requisitions of general meetings.

To provide clarity and avoid any contradiction between the Articles and the 2006 Act if a member meeting requisition is received, the Union is proposing a minor change to Article 32.1.1, so that the Article, if amended would read:

"32.1 The notice of a general meeting of the Union must state:

32.1.1 the time and date of the meeting (to be not less than 42 days from the date of notice of the meeting, *unless a shorter period is required by law*);.....”

The Custodian Directors recommend each of these Resolutions to you and that you vote in favour.

**SCOTTISH RUGBY UNION
SC748672**

AGM 2023

ORDER OF BUSINESS

**SATURDAY 18 NOVEMBER 2023 AT 10.30 AM - IN PERSON AND HYBRID MEETING
PLATFORM
SCOTTISH GAS MURRAYFIELD**

- 1. Opening and Welcome**
 - Quorum and Apologies
 - Notice of Meeting
 - Procedures
- 2. Approval of Minutes**
 - AGM 2022 (Stage 1 (13 August 2022) and Stage 2 (28 September 2022))
 - SGM 2022 - 28 September 2022
- 3. President's Address**
- 4. Scottish Rugby Business Update**
- 5. CRB Report**
- 6. Noting of Appointment of new CRB Members**
- 7. Receipt of Financial Statements for FY ending 31 May 2023**
- 8. Ratification of Custodian Directors**
 - Maxine Manditsch
 - Alison Milne MBE
- 9. Amendments to SRU Articles of Association**
- 10. Questions**
- 11. Close**