

SCOTTISH RUGBY UNION

Minute of Special General Meeting of the Scottish Rugby Union, held in person and by video conference, on 28 September 2022 at 6.50pm, held online via Lumi virtual platform.

Present	<p>C Rigby (President) in the Chair</p> <p>L Crerar (Independent Chair of SCOG), I Barr (Immediate Past-President) and M Walker (SCOG Secretary).</p> <p>K Wallace (Vice-President), K Quinn, N Sutherland, I Carse, M Gillanders, D Jamieson, AJ Forsyth, H Swankie, B Richmond, H Hay, J O’Neil (Members of the Scottish Rugby Council).</p> <p>J Jeffrey (Board Chairman); LE Thomson, J Bracewell (Independent Non-Executive Directors); M Dodson (Chief Executive), Hilary Spence (Chief Financial Officer), Shona Bell (Chief People and Engagement Officer) - Members of the Scottish Rugby Board.</p> <p>G Scott (Director of Rugby Development), J Mallinder (Director of Performance), SJH Gemmell (Technical Director), RM Howat (Secretary), G Treasurer (Head of Legal) and A McCracken (Senior Solicitor and Council Secretary).</p> <p>Club, Associate Body and Associate Club area representatives comprising 107 individuals.</p> <p>There were also in attendance: members of staff.</p>
Distributed for Meeting	<p>- <i>Notice of Meeting (including Agenda and Motion and Amendment)</i></p> <p>- <i>Note on procedure at SGM</i></p>
Apologies for Absence	<p>G Tosh (Council Member); D Bradbury, A Lawson (Past Presidents).</p>
Welcome and Opening Comments	<p>The President welcomed all present online and confirmed that the Meeting was quorate, there being present 109 members, being more than one third of the total members or representatives entitled to attend and vote.</p> <p>The Meeting was being held online through a virtual meeting platform.</p> <p>The President intimated apologies, which were as noted above.</p> <p>The President noted that this was an SGM of the Scottish Rugby Union, which had been properly requisitioned in accordance with the Bye-Laws by Scottish Rugby’s Council.</p>
Club Representatives	<p>The President intimated that club representatives must be members of the clubs which they represent.</p>
Notice calling the Meeting	<p>The President referred to the previously issued Notice calling the Meeting and proposed that it be taken as read. There was no dissent.</p>
Motions and Amendment	<p>The President advised that the only items of business were a Motion in 2 Parts (A and B) and an Amendment to Part B, all of which had been submitted by the Scottish Rugby Union Council.</p> <p>The Motion and Amendment sought approval from Members for the implementation of a series</p>

of governance proposals arising from the work of the Council's Standing Committee on Governance, which had been approved by the membership at an SGM in June 2022.

The President thanked L Crerar and the members of SCOG for their tireless hard work and dedication in getting the governance review to this point.

The President explained the voting process that would be followed and confirmed that the votes would be tallied electronically by the meeting facilitator, Lumi, before the results were announced.

The President then invited questions from those attending online, requesting that these be kept to questions about the Motions and business of the Meeting. No questions were submitted.

The President then proposed the Amendment to Part B of the Motion, in the form circulated to Members, on behalf of the Scottish Rugby Union Council.

The Amendment would require a simple majority of those voting to vote in favour, for it to succeed.

Voting on Amendment

The Members were invited to vote on the Amendment.

The votes cast were as follows:

For:	89 (94.68%)
Against:	5 (5.32%)

The President declared that the Amendment to Part B of the Motion had been carried.

Voting on Motions

The President then moved on to the Motion.

It was noted that Part A of the Motion set out a Bye-Law change and Part B of the Motion (as amended) was conditional upon Part A of the Motion being passed.

The President highlighted that both parts of the Motion would be put to a vote and each part required a two thirds majority in order to pass.

The Members were invited to vote on Part A of the Motion.

The votes cast were as follows:

For:	93 (97.89%)
Against:	2 (2.11%)

The President declared that Part A of the Motion had been carried.

The Members were invited to vote on Part B of the Motion (as amended) .

The votes cast were as follows:

For:	90 (97.83%)
Against:	2 (2.17%)

The President declared that Part B of the Motion (as amended) had been carried.

AOB & Meeting Close The President noted that as a result of the vote, the governance review process was now complete. He thanked the membership for their patience and the time they had spent consulting on review over the past number of years.

It was highlighted that this was a significant milestone in Scottish Rugby history which should provide clarity on roles and responsibilities going forward.

The President thanked all those attending for their participation. There was no other business.

The Meeting closed at 7.05pm.

APPROVED 18 NOVEMBER 2023