

**SCOTTISH GYMNASTICS
ASSOCIATION
NOTES OF GENERAL MEETING**



22 March 2017, 18:00, Stirling Court Hotel

Present and Proxy: See list at end of the Minutes

Apologies: See list at end of the Minutes

Minute taker: Lara Gregson, Executive Officer, Scottish Gymnastics (SG)

Scott Harper (SG Chair) opened the meeting at 6.10pm and thanked members for attending. Scott Harper advised that in order for the EGM to be quorate there was a current requirement for a minimum of 48 member Clubs to be present or to submit their proxies i.e.

Membership Type	Total Votes as at 22 March 2017	30% requirement	Voting Members Attending	Proxy Members
Clubs (158) 2 Votes each	316		9	103
Honorary Life Member	27		0	5
Individual Member	9		6	3
Total	352	106	15	111

It is therefore confirmed that the meeting is quorate and therefore the resolutions can be considered. Notes will be taken and once reviewed, uploaded to the SG website. Lara Gregson read out the apologies to the meeting. A list of those present and apologies received is available at the end of these Notes.

Election of Directors/ Special Resolution

Scott Harper (SH) opened the meeting and confirmed that based on the number of proxy votes received, and as proxy votes count for quorate numbers, the meeting is quorate.

Tommy McGill (TM) challenged this view and said that the members had to be present in the room for the meeting to be quorate and therefore the meeting was not.

SH read a statement prepared by Scottish Gymnastics legal representatives; "*The Articles of Association of Scottish Gymnastics allow voting members to appoint proxies to attend, speak and vote at a general meeting on behalf of such voting members. The rights to appoint proxies are protected not only under the Articles of Association of the company but also under the Companies Act 2006 and further to European directives on the rights of members of companies. The focus of the argument is on the word "present" in Article 11.6. There is no provision in the Articles of Association which provides that persons appointed as proxies (whether or not on behalf of one or more voting members) do not count towards a quorum. Furthermore, section 318(3)(c) of the Companies Act 2006 provides that persons appointed as a proxy of a member in relation to the meeting are qualifying persons for the purposes of determining whether or not there is a quorum. It goes against the provisions of the Articles allowing voting members to appoint proxies to attend on their behalf and the ethos of the legislation to suggest that a meeting cannot proceed when it is quorate by virtue of enough voting members being present in person and/or by proxy. This meeting is quorate. The meeting will proceed.*"

TM reiterated his view that business is being conducted without the required numbers in the room and we require 30% of members to be present and proxy votes sent in advance do not count.

SH confirmed that SG have taken advice from legal firms Harper MacLeod and Morton Fraser, and both law firms confirmed that proxy votes count towards the quorate numbers.

TM requested that the number of individuals attending the meeting in person is 15 people present in the room.

SH stated again, that based on legal advice, the meeting can continue.

TM stated that in his view some members have queried why the AGM/EGM's have not been quorate in the past and they are disillusioned so do not come back. People can't be bothered to turn up.

Euan Lowe (EL) explained that it's not easy for people to attend meetings and having the proxy vote option gives them the opportunity for their voice to be heard as per the Companies Act protocol.

TM said that SG needs to encourage members to come along and you have tried to cut corners by pushing the proxy vote.

EL asked TM if he thought this was a deliberate action to bypass the articles. TM confirmed that in his view it was a deliberate action by SG - quorum is minimum of people present to be there to conduct the business.

EL confirmed that member presence and proxy votes submitted in advance provided the required quorum.

TM said that this has been raised before in 2014 and the member was shouted down. TM confirmed that in his view SG are not operating legally.

SH reiterated that is TM's view and SG have taken appropriate legal advice. SH noted TM's points and will provide a full response. SH confirmed that SG's advice is we do have a quorum in place and TM has made his point and we will progress the meeting.

TM said that half the meeting do not recognise this and we should suspend the meeting until the matter is confirmed and demanded that Poll vote be taken with a show of hands of those in favour or suspending the meeting. In attendance 6 for suspending; 8 against suspending the meeting; the Chair exercised the right to use the 111 proxy votes in his possession to vote against suspending the meeting bringing the total vote to 6 for suspending the meeting and 119 against.

SH explained that the proxy votes rest with himself as Chair and we will now move on to the business of the meeting.

SH asked for a show of hands votes against each motion and special resolution. All motions were carried for, including the special resolution. A summary of the votes cast in each resolution is detailed below.

Resolution 1 – Re-appoint Oliver Barsby			Resolution 2 – Re-elect Patricia Swan			Resolution 3 – Re-elect Keir Stewart		
FOR	AGAINST	ABSTAIN	FOR	AGAINST	ABSTAIN	FOR	AGAINST	ABSTAIN
100	2	14	94	2	8	106	2	8
Resolution 4 – Elect Peter Boucher			Resolution 5 - Elect Zoe Frost			Resolution 6 – Fees to remain the same		
FOR	AGAINST	ABSTAIN	FOR	AGAINST	ABSTAIN	FOR	AGAINST	ABSTAIN
100	6	10	91	2	23	116	0	0
Resolution 7 – Proxy voting moved to online			Special Resolution 1 – Remove mention of Fitness Scotland from the Articles					
FOR	AGANST	ABSTAIN	FOR		AGAINST		ABSTAIN	
116	0	0	107		0		9	

A question was asked about the change to voting to online. LG confirmed that the voting options would change from being able to vote using paper and online to just online the option going forward.

TM wanted it noted his disgust at the way the meeting was conducted.

The EGM meeting closed 6.32pm.

Present:	SG Board of Directors: Scott Harper, Adele Tolometti, Patricia Swan, Zoe Frost, Peter Boucher, Euan Lowe	
	SG Registered Clubs:	
	Aberdeen GC: Tommy McGill, Moray Grant	
	Auchterarder GC: Hillary Calderwood, Fiona Cameron	
	Perth GC: Isabel Walton, Fiona Dogru	
	Beacon Boys GC: Tommy McGill, Duncan Runcie	
	Salto GC: Pam Bowie	
	Honorary Life Members: None present	
	Technical Panel Members: None present	
	SG Staff: Euan Lowe, Lara Gregson	
Apologies:	SG Registered Clubs: East Kilbride: Andy Youl	
	SportScotland: Lorna Callan	
	Honorary Life Members: Robert Callahan, Jean Callahan, John Beeton, Beth Ferrier, David Watt, Penny Kilbane	
	Individual Members: Oliver Barsby, Phil Langstaff, Keir Stewart	
Proxy Votes:	Alba Trampoline Club	Kingussie GC
	Astro West Lothian GC	Largs GC
	Banchory GC	Lasswade GC
	Banchory Trampoline & DMT Club	Lothian GC
	Cameo GC	MAGIC
	City of Aberdeen GC	Meadowbank GC
	City of Edinburgh GC	Midlothian GC
	City of Edinburgh TC	Pentland GC
	City of Glasgow GC	Renfrewshire Trampoline Club
	Deveron GC	Saltire Team Gymnastics
	Donside GC	Shetland GC
	Dundee Gymnastics Club 2K	South Lanarkshire TGC
	Dundonald GC	Sparta TC
	East Kilbride GC	Stewarton TC
	Edinburgh Spirals TC	Storm Gymnastics
	Enigma GC	Tay Valley GC
	Falkirk School of Gymnastics	Tiggers TC
	Flair GC	Tryst GC
	Flyers TC	Two Foot Higher
	Forres GC	Urban GC
	Forth Valley GC	West Dunbartonshire GC
	Fyrish GC	West Lothian Artistic GC
	Garioch GC	West Lothian Rhythmic GC
	Glasgow Trampoline Club	Zodiak
	Granite City TC	P.H.D Fundamentals
	Hamilton GC	John Beeton (HLM)
	Ibex GC	Val Thomas (HLM)
	Inverurie Gymtastix	David Watt (HM)

Irvine Bay GC	Robert Callahan (HLM)
JUMP GC	Jean Callahan (HLM)
Kestrel Gymnastics Group	Oliver Barsby (IM)
Kilmarnock Acro GC	Phil Langstaff (IM)
Kingdom Gymnastics Trust	Keir Stewart (IM)