



**Bowls Scotland**  
(Company No. SC386410)

Minute of the inaugural Annual General Meeting of Bowls Scotland held at the Albert Halls, Stirling on Wednesday 23rd November 2011 at 12 noon.

**Register of Interests**

Elizabeth Aitken	Orbitson B. C.
John Anderson	Townholm B. C.
Robert Christie	Parkview B. C; Angus BA
Alan Davidson	Dunblane B. C; West Perthshire BA
Janice Grant	Kirkintilloch B. C.
John Halliday	Dalkeith B. C; Midlothian BA; Esk League Council
Anna Marshall	Bonnybridge B. C.
Joyce Miller	Greenfaulds B. C.
Duncan McLaren	Edinburgh West End B. C; BIBC Secretary
Ann Paton	Maitland B. C.

**Chair's Opening Remarks**

Chairperson John Anderson welcomed everyone to the inaugural Annual General Meeting of Bowls Scotland and proceeded to read out statements regarding voting rights and the regulations surrounding the proposing of resolutions.

The top table and other relevant delegates were then introduced.

The meeting was thus duly constituted.

**Obituaries**

The Chairperson asked that the members be upstanding for a minute's silence in remembrance of friends and bowlers no longer with us.

**Apologies**

Apologies were received from:

District Secretaries: Lynda Christison, Emma Mackie, Gordon Neil

Honorary Members: Roger Black

Clubs: Abergeldie B C, Airthrey Spa B C, Banff B C, Bo'Ness B C, Colinton Mains B C, Coylton B C, Crosshouse B C, Darvel B C, Dovecot Park B C, Fenwick B C, Fraserburgh West End B C, Goldenacre B C, Greengairs & Dist B C, Heathall B C, Hope Paton, Lundin Links B C, Maidens B C, Monquhitter B C, Riccarton B C, Riverside B C, Skelmorlie B C

### **Annual Report**

The Chairperson asked the membership if they had all read the annual report and whether there were any comments from the floor. There were none and the annual report was taken as read. Proposed by Annette Wilson, Dalkeith B. C. Seconded by Peter Lennie, Juniper Green B.C.

### **Financial Report**

This report was given by Anna Marshall, Director of Finance and highlighted the healthy position of the Bowls Scotland's accounts. However, Anna Marshall warned that the position was somewhat inflated due to the income stated covering a one year period, whilst the expenditure was in reality only for nine months.

A discussion followed regarding the merits and requirements of an examination of the financial statements compared to a full audit of the Bowls Scotland financial records. Andrew Flinn and Robert Heggie, Accountants from BDO and Colin Millar, Lawyer from McClure Naismith answered with regards to the legal obligations currently prevalent. Anna Marshall also stated that previously SBA and SWBA financial records had not been subject to a full audit and that there would be significant costs involved to the organisation if this was deemed necessary.

Chairperson John Anderson stated that the views from the floor would be taken into consideration and discussed by the Board.

The finance report was then approved overwhelmingly by the voting members present.

### **Appointment of Auditors**

The meeting approved that BDO be appointed as auditors to Bowls Scotland.

### **Capitation Fees**

The membership fee payable to Bowls Scotland for the forthcoming year was approved at £2.43 per person due to an increase from World Bowls (of which 35p is payable to World Bowls) and it was agreed that clarification be given to members re classes of membership.

### **Financial Year**

Anna Marshall, Director of Finance explained the rationale behind changing the end of the financial year of Bowls Scotland from 31<sup>st</sup> March to 31<sup>st</sup> August each year. This was approved overwhelmingly by the voting members present.

## Special Resolutions

The Meeting was asked to consider the following Special resolutions proposed by the Board of Bowls Scotland:

1 That:

1.1 Articles 7.1 and 7.2 (relating to Presidents and Vice-Presidents) be deleted and the following be substituted therefor:

“7.1 In addition to the Board of directors, there shall also be a President and Vice-President who shall represent the Company and shall be appointed by the Members at the Annual General meeting of the Company on an annual basis and upon such conditions as shall be approved by the Board. The President and Vice-President elected each year cannot be of the same gender and for the avoidance of doubt if the President is male then the Vice-President must be female and vice versa. The office of President cannot be held in consecutive years by persons of the same gender and for the avoidance of doubt if the President is male the subsequent President must be female and vice versa.

7.2 The President and Vice-President shall at the invitation of the Board be entitled to speak at meetings of the Board but shall have no right to vote at any Board meeting.”; and

1.2 The definitions for “Presidents” and “Vice-Presidents” in Article 1.1 be deleted and the following be substituted therefor:

“President” means the President of the Company appointed in accordance with Article 7.1;

“Vice-President” means the Vice-President of the Company appointed in accordance with Article 7.1;

Following an open discussion, a vote was taken and the proposal fell.

2 That Article 3.1.1 (relating to Honorary Membership) be deleted and the following be substituted therefor:

“3.1.1. Honorary Membership:

Being those who by virtue of their position among bowlers or in view of their exceptional service to the Company or its predecessors and/or to the Sport in Scotland have the recommendation of the Board and the approval of the Annual General Meeting;”

Following an open discussion, a vote was taken and the proposal fell.

3 That Article 4.6 (relating to the retirement of directors) be deleted and the following be substituted therefor:

“4.6.1 Subject to Article 4.2, one third of all Board Members (excluding, for the avoidance of doubt, any Board Members co-opted under Article 4.5) shall retire at each Annual General Meeting but shall, subject to the further provisions of this Article 4.6, be eligible for re-election. No person shall be entitled to serve as a Board Member for a continuous period of more than six years from the original date of appointment under Article 4.2 or election (or, in the case of a director co-opted by the Board under Article 4.5, from the date of the Annual General Meeting immediately following their co-option) and shall retire at the Annual General Meeting following the expiry of such period (or if the period shall expire on the date of the Annual General Meeting shall retire at that meeting). Following such retiral a Board Member shall not be eligible to be co-opted or elected as a director for a period of 12 months.

4.6.2 If the number of Board Members is not three or a multiple of three, the number nearest to one-third shall retire from office. The Board Members to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.”

Following an open discussion, a vote was taken and the proposal fell.

- 4 That Article 4.7.2 (relating to the appointment of Board Members) be deleted and the following be substituted therefor:

“4.7.2 notice signed by or on behalf of a Voting Member has been given to the CEO not later than 30 September of the intention to propose that person for appointment at the Annual General Meeting for that year together with notice signed by that person of their willingness to be appointed;”

A vote was taken and the proposal fell.

- 5 That Article 5.3 (relating to the quorum for directors’ meetings) be deleted and the following be substituted therefor:

“5.3 The quorum for the transaction of business of the Board shall be a simple majority of the Board Members for the time being in office.”

Following an open discussion, a vote was taken and the proposal was carried.

- 6 That Article 8.2 (relating to the District Secretaries) be deleted and the following be substituted therefor:

“8.2 There may be up to two District Secretaries for each District who shall represent the relevant Members in the District. Such District Secretaries shall be nominated and elected by the Member Clubs in each respective District. ”

Following an open discussion, a vote was taken and the proposal fell.

- 7 That Article 8.3 (relating to the District Secretaries) be deleted and the following be substituted therefor:

“8.3 Each District Secretary shall be an active member of a Member Club. Should such an individual cease to be an active member (as determined by the Board) during the term of office or if any of the provisions of Articles 5.1.1 to 5.1.6 shall apply in relation to a District Secretary he/she shall forthwith cease to be a District Secretary. The Board shall in that event make arrangements for a vote of the Member Clubs in such District or Districts to appoint a further District Secretary. In such circumstances the incoming District Secretary shall hold office until the expiry of the term of the Member who has ceased to be a District Secretary (as set out in Article 8.4 below).

Following an open discussion, a vote was taken and the proposal was carried.

- 8 That Article 8.6 (relating to the District Secretaries) be deleted and the following be substituted therefor:

“8.6 The District Secretaries shall meet at regular intervals as determined by the Board.”

Following an open discussion, a vote was taken and the proposal fell.

- 9 That Article 8.7 (relating to the District Secretaries) be deleted and the following be substituted therefor:

“8.7 The District Secretaries shall elect from their number a chairman. In the event of an equality of votes at a meeting of the District Secretaries, the chairman shall not have a casting vote.”

A vote was taken and the proposal fell.

- 10 That the Annual General Meeting of Bowls Scotland shall be held each year not earlier than 1<sup>st</sup> November and prior to 24<sup>th</sup> December and Article 9.1 (relating to the General Meetings) shall be amended accordingly.

Following an open discussion, a vote was taken and the proposal fell.

The Meeting was asked to consider the following Special resolutions proposed by Gourock Bowling Club. The Board of Bowls Scotland recommended that these resolutions were voted against.

- 11 That if interest is required on money lent by a member to Bowls Scotland, it shall be set at 3% above the Bank of England base rate and Article 2.3.2 (relating to the income of Bowls Scotland) be amended accordingly.

Following an open discussion, a vote was taken and the proposal fell.

- 12 That Article 3.1.1 (relating to Honorary Membership) be deleted and the following be substituted therefor:

“3.1.1. Honorary Membership:

Being those who by virtue of their position among bowlers or in view of their exceptional service to the Company or its predecessors and/or to the Sport in Scotland have the recommendation of the Board and the approval of the Annual General Meeting. All retiring Presidents shall be nominated for Honorary Membership of the Company at the Annual General Meeting immediately following the end of their term as President, in terms of these Articles;”

Following an open discussion, a vote was taken and the proposal was carried.

- 13 That Article 4.5 (relating to the appointment of Board Members) be deleted and the following be substituted therefor:

“4.5 Any vacancy occurring at any time on the Board may be filled by the co-option of any District Secretary as a director by the Board having regard to maintaining proper skills, knowledge and representation balance on the Board and, during the period referred to in Article 4.2, reflecting the composition set out therein. Subject to Article 4.2 any co-opted director shall hold office until the date of the Annual General Meeting immediately following their co-option whereupon they may be re-appointed.”

After the initial vote from the floor, Bill Knox (Gourock B. C.) proposed and Ron McArthur (Zetland B. C.) seconded a poll vote be called.

This proposal was then set aside to be concluded at the end of the meeting, together with Item 14 below. However, after Colin Miller( lawyer) expanded on the proxy votes cast and that the likely outcome of a poll vote would still not pass the proposal, Bill Knox (Gourock B.C.) agreed to withdraw the proposal for a poll vote. The proposal thus fell.

- 14 That Article 4.7 (relating to the appointment of Board Members) be deleted and the following be substituted therefor:

“4.7 All Board Members (other than those appointed under Articles 4.2 or 4.5) shall be appointed at the Annual General Meeting of the Company and no person shall be appointed or re-appointed a Board Member at any general meeting unless he or she is a District Secretary and:”

After the initial vote from the floor, Bill Knox (Gourock B. C.) proposed and Ron McArthur (Zetland B. C.) seconded a poll vote be called.

This proposal was then set aside to be concluded at the end of the meeting, together with Item 13 above. However, after Colin Miller( lawyer) expanded on the proxy votes cast and that the likely outcome of a poll vote would still not pass the proposal, Bill Knox (Gourock B.C.) agreed to withdraw the proposal for a poll vote. The proposal thus fell.

- 15 That Article 8.4 (relating to the District Secretaries) be deleted and the following be substituted therefor:

“8.4 Each District Secretary shall hold office for a period of six years whereupon they may be re-elected by the Member Clubs in that District or Districts for further periods of six years.”

Following an open discussion, a vote was taken and the proposal was carried.

- 16 That the following be adopted as a new Article 8.8:

“8.8 The retiring President shall remain a District Secretary for one year after his period of office is completed, even though elected an Honorary Member.”

Following an open discussion, a vote was taken and the proposal fell.

- 17 That Article 9.1 (relating to General Meetings) be amended by inserting the following sentence at the end of the Article:

“The two Presidents shall share the chairing of the Company’s Annual and General Meetings.”

Following an open discussion, a vote was taken and the proposal fell.

- 18 That Article 9.3 (relating to the Votes of Members) be deleted and the following be substituted therefor:

“9.3 Voting at all General Meetings is restricted to Voting Members who have one vote and persons with validated Proxy votes as per Article 9.12.”

Following an open discussion, a vote was taken and the proposal was carried.

### **Honorary Member**

Chairperson John Anderson explained that due to ill health at last year’s Annual General Meeting of the SBA, Ewen Farrell (Abbeyview B. C.) had not been made an Honorary Member and asked the meeting to now ratify this position. The Chairperson also wished Ewen good health and thanked him most sincerely for all his efforts and hard work during his term in office with the SBA. Ewen thanked everyone for this honour, with particular mention to Districts 6, 11 and 23 for all their help and assistance. Team manager George Sneddon received a special mention of gratitude.

### **Bowls Scotland Ambassador**

Chairperson John Anderson appointed Willie Wood as the first Bowls Scotland Ambassador. Willie responded by thanking everyone and saying that he had enjoyed playing for Scotland for the past 45 years and this would be an ideal role in which he could put a little back into the game and he would help out in any way possible. Willie also told the floor that he and his son had calculated that during his time representing Scotland he had travelled more than 900,000 miles, been round the world 36 times and spent around 120 days on an airplane! Willie then received a standing ovation from the assembled body.

### **Election of Office Bearers**

Out-going Presidents Ernest Johnson (Dumbarton B. C.) and Carole Thornhill ( Planefield B.C.) both gave closing speeches, with the former highlighting the men’s teams successes on the greens and

that during his time in charge of the Year book, statistics were updated and he also presented Bowls Scotland with photograph albums capturing the history of the Scottish game. The latter stated that it had been an honour and a privilege to be the first lady President of Bowls Scotland, in what had been a challenging and successful year. Both thanked everyone for the honour.

Michael Devoy (Blackhill B. C.) was nominated as Gents President by Ernest Johnson (Dumbarton B. C.), and seconded by Jim Thomson (Blackhill B. C.)  
 Janey McBurnie (Wattfield B. C.) was nominated as Ladies President by Carole Thornhill (Planefield B. C.), and seconded by Fred Winters (Wattfield B. C.)

President Michael Devoy advised that he attended his first AGM of the SBA over 20 years ago when Jack Jeans told him he had a long way to go and, thanked everyone for the honour bestowed on him today. He also added that it had been an honour seeing Willie Wood win his last gold medal. President Devoy finished by promising to do his best.

President Janey McBurnie said it was an honour to be given this position and promised to do her best and also uphold the traditions of Scottish bowling.

President Michael Devoy then nominated Jack Wallace (Fairfield B. C.) as Vice-President. This was seconded by R Muir (Fairfield B. C.).

President Janey McBurnie nominated Dorothy Freeburn (Larkhall B. C.) as Vice-President. This was seconded by J Knotman (Larkhall B. C.)

Chairperson John Anderson proposed that Ernest Johnson and Carole Thornhill be honorary members of Bowls Scotland, this was welcomed by all in attendance.

There are currently vacancies for Districts Secretaries in Gents' Districts 12, 18 and 24 and in Ladies' Districts 9, 12, 29 and 39. Thanks were given to all retiring for their valued efforts. No nominations had been received for the vacant Ladies positions. Kenny Girdler (Balerno B. C.) and William Adams (Clydebank B. C.) were appointed as District Secretaries for Gents' Districts 12 and 24 respectively. President Devoy welcomed both and presented their badges of office and ties.

### **Any Other Competent Business**

Chairperson John Anderson advised the meeting that , Jim Meikle (Lesmahagow B. C.) is retiring from representing Scotland at International level and wished our thankful appreciation to be recorded.

Chairperson John Anderson thanked all the office staff for their sterling efforts.

Chairperson John Anderson intimated that as the formal proceedings of the meeting had been concluded, there would follow an allocated time for any other competent business. Also re-iterated that the Board would take into consideration all items raised at the Annual General Meeting and give careful deliberation to the election of Board members next year.

A summation of further items raised:

A Reid (Stenhouse Community B. C.) recommended that the Board take into consideration a full audit, give some thought into the election process to ensure that the phasing may happen in the future and that proposed resolutions be better worded for more clarity.

Colin Nichol (Edinburgh and Leith B. A.) requested clarification regarding Andrew Hamilton dates being changed without the requirement to hold a meeting to inform all concerned. Alan Davidson, Director of Championships and Events stated dates were changed at the behest of several associations and the Board had set up a committee to review the running of this event with committee members being chosen for their relevant skills not location.

David Currie (Beechwood B. C.) suggested that proceedings could be streamlined when show of hands voting is overwhelming there would be no merit in performing an actual count; this should suffice.

Archie Watt (Bon Accord B. C.) enquired about information pertaining to funding that may be available to clubs. Colin Hutchison, Bowls Scotland's National Development Officer advised that there was currently pertinent information on the Bowls Scotland website, alternatively he would be more than happy to discuss personally.

John Gavin (Victoria Park B. C.) thanked President Devoy. Also opined that Northfield finals day was a shambles with regards to the meal for invited Bowls guests.

Margaret Halliday (Whitburn B. C.) stated that her club did not receive AGM information although she did as a District Secretary. Liz Wallace (Ladies District 7) also shared this sentiment. Tom Delaney (Linwood B. C.) suggested clubs check with Bowls Scotland that correct contact details are held and to support Bowls Scotland in this quest. David Houston (Ayrshire B. A.) also recorded that he had sent letters to the office which had not been received. Chairperson John Anderson advised that these concerns would be investigated and Club contact details would be checked by the office. This discussion encapsulating the postal sending of information noted that there would be communication regarding club development.

Ron McArthur (District 10 Secretary) asked why only 20 -30 minutes was allocated to any other business. Chairperson John Anderson stated that this was due to the considerable time already taken in dealing with prior matters.

Eddie Nicholson (District 5 Secretary) observed that the floor had not been informed of numbers attending and asked if Ewen Farrell would be receiving a badge.

Lyn Wallace (Ladies District 1 Secretary) stated that when attending openings that our Presidents are not distinguished as they do not wear a chain of office.

George Barr (Alloa BC) raised the subject of Betty Aitken, Director of Championships and Events not taking up the role with E.B.U. Chairperson John Anderson read out a prepared statement on behalf of the Board clarifying the situation.

The meeting closed at 3pm with Chairperson John Anderson thanking everyone for attending and wishing all a safe journey home.