

SPECIAL RESOLUTIONS FOR THE ANNUAL GENERAL MEETING OF THE SCOTTISH TOUCH ASSOCIATION LTD.

Special Resolution 1 – Changing the Purposes of the STA

Proposed by: Peter Faassen de Heer

Seconded by: Ailsa Falconer

Following a joint Scottish Touch and Regional Association workshop in December it was agreed to alter the Purposes of the Scottish Touch Association Ltd. Part (a) remains as it is. Part (b) as shown below was preferred to: 'Attaining excellence in the Touch support network to develop the game'; and part (c) was preferred to: 'Scotland to be competitive in international Touch.'

This meeting believes that these Purpose better reflect the current nature of the sport of Touch in Scotland and the aspirations of the Scottish Touch Association Ltd and request that the Articles are changed as follows:

Purposes

2. The Company's purposes are to advance public participation in sport by:
 - (a) providing the opportunity for anyone to play and enjoy Touch irrespective of location or ability;
 - (b) providing an effective nationwide structure and network to develop and strengthen the sport; and
 - (c) making Scotland successful internationally across all age groups.

Special Resolution 2 – Creation of a Chief Executive Officer and a President role

Proposed by: Peter Faassen de Heer

Seconded by: Ailsa Falconer

It is proposed that this meeting approves the following change to the Articles of the Scottish Touch Association Ltd. to replace the existing role of President with an overall operational management position designated the Chief Executive Officer and a different President role – one that is more ambassadorial/ ceremonial.

As the sport of Touch has grown, so have its operations meaning that more and more daily business falls into gaps between Director remits. These tasks are currently being picked up on an ad hoc basis that is an inefficient approach. A new Chief Executive Officer would be appointed by the STA Board and is responsible to that Board.

The post of President would remain but its role changed to one dedicated to the promotion of the sport and STA both internally to its members and externally to other interested stakeholders, media and parties. The President would still be elected by Participant Members at an AGM as he/she is now.

This meeting agrees to the creation of a Chief Executive Officer and a new President role and requests the following changes to the Articles:

To set out the broad remit of the role of Chief Executive Officer:

1(a) **Chief Executive Officer** means the person appointed by Directors of the Company to that position at the first Director's meeting immediately following the Annual General Meeting.

To avoid the need to change chairperson midway through any general meeting:

38. At all general meetings, the Chief Executive Officer shall preside as chairperson. If the Chief Executive Officer is not present within 15 minutes of the appointed time for the meeting and willing to act, the President or one of the Directors present shall elect one of their number to be chairperson.

To set out the appointment process of a new Chief Executive Officer (Insert after 64):

65. Following a recruitment process in accordance with the Company's policies, the Directors must appoint or reappoint a Chief Executive Officer at the first Directors' meeting following the Company's General Meeting.

To recognise that the Chief Executive Officer will usually chair Scottish Touch Board of Directors meetings. Note, this gives the Chief Executive Officer a casting vote under Article 67:

66. The Directors may appoint a Director or Chief Executive Officer to chair their meetings. The person so appointed for the time being is known as the chairman. The Directors may terminate the chairman's appointment at any time. If the chairman is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

To extend the Articles relating to Conflict of Interest to the Chief Executive Officer:

74. Articles 68 to 73 also apply to any person holding the Chief Executive Officer position.

Special Resolution 3 – Club Affiliation

Proposed by: Peter Faassen de Heer

Seconded by: Ailsa Falconer

Since the STA adopted its Articles, the number of formally constituted clubs has increased and they have become more prominent in the way Touch in Scotland is organised, especially in the recruitment of players, coaches and latterly provision of referees. These clubs now have more established structures with committees and officials.

At the same time, the club as an entity has no formal status within the STA. This motion seeks to bring clubs into the heart of the STA by requiring their affiliation. Doing so would bring with it formal rights at a Regional Association level alongside certain responsibilities, most of which these clubs are effectively already meeting on an informal basis.

It is anticipated that clubs would enjoy the following benefits:

- Representation on the Regional Association most closely associated with the club's geographic origin (NB RAs should check their own constitutions to enable this);
- Preferential access for its players to regional and national selection camps;
- Easier access to the STA's national deal on insurance;
- Information sharing by subscribing to the STA member database;
- Sharing of resources to run the club, e.g. access to PVG checks;
- Access to certain club-only events; and
- Access to grant funding from STA and Regional Associations for Touch projects or events

It is anticipated that clubs would need to meet the following obligations:

- Pay a small annual affiliation fee to the STA;
- Register all its players and officials to the STA member portal;
- Meet all commitments to ensure players and officials are adequately insured; and
- As a club, formally commit to all STA and Regional Association policies and codes of conduct.

The above lists are indicative and not exhaustive.

This meeting therefore resolves to amend the Articles of the Scottish Touch Association Ltd. as follows:

To define what a Club is

1(a) **Club** means constituted organisations who are affiliated to the Company and whose Members receive membership of the Company under article 7c.

To formally make Clubs Restricted Members

Add to Article 7c an additional clause:

iii. Clubs.

To mandate the STA to notify Clubs and Regional Associations of any General Meeting

26. Affiliated Touch Competition Organisers, Associate Members, **Regional Associations, Clubs** and Participant Members shall be entitled to receive notice of all general meetings.