

ABERDEEN GRAMMAR RUGBY  
GOVERNANCE STRUCTURE INCLUDING  
MANAGEMENT TEMPLATE AND AGREEMENT BETWEEN  
ABERDEEN RUGBY LTD & ABERDEEN GRAMMAR RUGBY (GENERAL COMMITTEE)

- 1.1 Aberdeen Grammar Rugby is the playing name of Aberdeen Rugby Ltd (the Company). The Company is registered with the Scottish Rugby Union having been formed and incorporated in 2015 after a unanimous vote of the then Aberdeen Grammar School Former Pupil's Rugby Football Club at their Annual General Meeting.
- 1.2 The Company has no shares and is limited by Guarantee of the Directors who have a limited liability of £10. No dividends can be paid, and no person can financially benefit from selling, trading or otherwise disposing of their guaranteed bond. The Company is registered with HMRC as a 'Not for Profit' entity.
- 1.3 The Company is managed by the terms of their Articles of Association created in 2015 and these are the guiding documents for the operation of the Company.
- 1.4 The Directors of the Company shall appoint a Chairperson who will normally hold the position for 3 years. This can be extended by a majority vote of the Board in 12-month blocks. The Chairperson can be removed by unanimous vote of the other Board members by motion at a quarterly meeting or SGM. No proxy votes are permitted in such votes. Directors can be removed from the Board by a unanimous vote of the other members, as long as all are present. No proxy votes may be used.
- 1.5 The areas of responsibility of the Board are detailed in the Organisational Flow Chart (Appendix A). In general terms they are tasked with ensuring compliance with Company Law, World Rugby Rules, Scottish Rugby Bye-Laws, Relationships with local authority and consultative issues with the UK and Scottish Parliaments.
- 1.6 The Board will approve Budgets, sign off Statutory Annual Accounts and hold an Annual General Meeting where all members will be entitled to attend.
- 1.7 All disciplinary matters relating to players and members will be, in the first instance, directed to the Club Secretary for administration and the appointment of an Investigating Officer, who may be assisted by others. The Chair of the Directors shall adjudicate on the disciplinary matter and apply sanctions if appropriate. The accused person may appeal to the President if not satisfied with the investigation or decision of the Chairperson. The President shall be entitled to seek legal advice, at club expense, in Appeal matters if he/she deems it necessary.
- 1.8 The Board shall normally meet 4 (four) times a year or as many times as deemed necessary by the Secretary or Chairperson.

- 1.9 The tenure of Directors shall be 3 (three years), which can be extended by a further 3 years, if approved by the majority of Directors. In exceptional circumstances this can be extended for a further period of up to 3 years but will require the approval of the General Committee in addition to the Board of Directors. Directors who hold voting rights on the General Committee cannot vote in respect of extending a fellow Director's term of office on the Board at a General Committee vote.
- 1.10 Positions for Directorships of the Company will be open to any person who has served a minimum of 12 months on the General Committee and this will be calculated from the dates of AGM's.
- 1.11 The first elections to the Company Board will take place at the AGM of 2024 where a minimum of one post will be vacated by a director. To facilitate a healthy rotation of skillsets on the Board, there shall be posts available for application for a minimum of 3 (three years) commencing at the 2024 AGM. Current Directors on the Board shall be deemed for administrative reasons to have commenced their tenures as of the 2021 AGM, being the first post-Covid year. Directors may resign at any point of their tenure and an election will be called by the Secretary if deemed necessary by the Board for this to be done out with the AGM. Regular annual elections will be held due to the natural turnover of Directors due to tenure completion.
- 1.12 No person may stand for re-election to the Board of Directors without serving a period of at least 3 years off the Board, commencing from the AGM where they demit office OR other date when they resigned or were removed from the Board.
- 2.1 For the operation of Aberdeen Grammar Rugby (the Club), a General Committee shall be created with responsibility for the day to day running of the Club encompassing all sections, members and connected persons. The General Committee shall convene 6 (six) times per annum or as often as is deemed necessary by the Chairperson.
- 2.2 Any full member of the Club can apply to be a member of the General Committee if seconded by a full member of the Club. Positions will commence at the annual AGM. This procedure will be overseen by the incumbent Chairperson who will, in advance of an AGM, advertise the number of posts available for the forthcoming year identifying specific roles that require to be filled.
- 2.3 The minimum number of voting members on the General Committee shall be 6 (six) persons and the maximum shall be 15 (fifteen) voting members.
- 2.4 The General Committee shall elect a Chairperson by majority vote from full voting members. This will be by a vote of all members present and the terms of office shall be similar to those at 1.4. above. The Chairperson cannot be a serving Director of Aberdeen Rugby Ltd. In the event of a tied vote the matter shall be decided by the toss of a coin.
- 2.5 The Chair of the General Committee shall be entitled to attend the Board meetings of Aberdeen Rugby Ltd as an observer but will not be entitled to vote.

- 2.6 Members of the Board of Aberdeen Rugby Ltd may attend meetings of the General Committee as observers. The Director of Rugby has a permanent seat on the General Committee and therefore retains voting rights as does the Club Secretary, Director of Finance and President.
- 2.7 On any vote where the decision is tied equally the Chairperson has the casting vote. This applies to both the Board of Directors and the General Committee.
- 2.8 Proxy votes by members of either the General Committee or Directors of the Board are acceptable, apart from meetings called to remove Company Directors or Chairpersons of either body. Proxy votes must be made in writing to the Chair at least one hour before the commencement of a legitimately called meeting.
- 2.9 The Board of Directors and the General Committee shall collaborate to identify the appropriate person(s) to represent the club on the various committees and fora where the Club requires to be represented.
- 2.10 Agenda and minutes will be circulated in advance and post meetings to respective members of each group. The Chairperson will ensure dissemination of each group's agenda and minutes to the other. A minute taker will be appointed at each meeting by the Chairperson.
- 2.11 Any Director or Member of the General Committee who is absent from a legitimately called meeting on three consecutive occasions, without prior approval of the respective chairperson, shall automatically be deemed to have resigned their appointment.
- 3.1 Matters concerning legal issues, finance, discipline, employment of staff, World Rugby and SRU laws and byelaws, where no consensus is achieved between the General Committee and Board of Directors, the final decision shall rest with the Board of Directors.
- 3.2 The current list of Directors and General Committee Members will be posted on the Club's website and amended as necessary. The current list of Directors on the Board of Aberdeen Rugby Ltd and General Committee Members are attached to this document as Appendix B.
- 3.3 Tenure of office on the General Committee is not time limited as given its composition and size it is envisaged that a regular turnover of members will occur naturally through persons leaving the area or the club. No one can sit on the General Committee who is not a paid-up current member of the club. If lack of turnover leads to issues of lack of group representation, or diversity the Chairperson may put forward a resolution to the Committee to increase the number of representatives to achieve the correct balance. If a majority of the Committee agrees to the additional members being added, they shall be appointed.
- 3.4 If for any reason a committee member is deemed to be disruptive to the body's aims, the person may be removed by a vote of the committee whereby a 2/3 of those voting (including correctly submitted proxy votes) approve the person's removal.
- 4.1 Annual General Meetings (AGM) of Aberdeen Rugby Ltd will be held no later than 31 July of any given year. The financial year-end of the Company is 30 April.

- 4.2 The date and location of the AGM will be posted on the Club website at least 28 days before the event. Members will have 14 days to submit motions, which have been duly seconded by a full member. Thereafter an agenda and copy of financial statements, along with the Chairman's report will be made available to members in advance of the meeting. The Club Secretary shall be responsible for the organisation of the AGM and it will be hosted by the Club President and Chairperson of Aberdeen Rugby Ltd.
- 4.3 Any motion passed at an AGM by the membership shall be binding on the Board of Directors and/or the General Committee as long it is legally competent, in accordance with the Articles of Association and does not risk the club becoming insolvent.
- 4.4 A Special General Meeting (SGM) may be called at any time by a member of the Club, supported by 6 additional seconding members, by means of writing to the Club Secretary detailing the motion they wish to present. On receipt of the Motion, duly supported by the proposer and 6 seconders, the Secretary shall convene a SGM within a period of 30 days from receipt of the written request. The SGM shall be chaired by the Club President.

Gordon Thomson

Chairman - Aberdeen Rugby Ltd.

23 August 2023